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ALBERT J. STOPKA, III, P.A.  
ATTORNEY AT LAW  
P. O. Box 300  
108 MOSLEY DRIVE  
LYNN HAVEN, FL 32444

TELEPHONE: (850) 785-6600

FACSIMILE: (850) 872-9158

August 24, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

FEDERAL EXPRESS

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-08/25/98--01051--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: P & M Doors Corporation  
Our File No. 74.1

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Resident Agent and our check in the amount of \$122.50 to cover the following costs:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
	\$122.50

Please file these Articles upon receipt and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect. As time is of the essence, your immediate attention to this matter is greatly appreciated.

Sincerely,

ALBERT J. STOPKA, III, P.A.

Albert J. Stopka, III

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

AJS/mab  
Enclosure(s)

TA-8/24/98

ARTICLES OF INCORPORATION  
OF  
P & M DOORS CORPORATION

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98 AUG 25 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is P & M Doors Corporation.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 1113 7th Street, Southport, Florida 32409-1210, and the name of the initial registered agent is Albert J. Stopka, III and whose address is 108 Mosley Drive, Lynn Haven, FL 32444.

#### ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

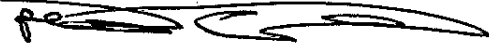
ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Phillip Cogbill whose address is 350 Floyd Drive, Lynn Haven, Florida 32444.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of August, 1998.

  
\_\_\_\_\_  
Phillip Cogbill  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

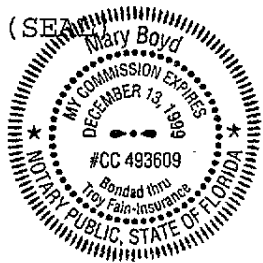
The foregoing Articles of Incorporation of P & M Doors Corporation was acknowledged before me this 24th day of August, 1998, by Phillip Cogbill, who: (notary **must** check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

Mary Boyd

(Print Name)

Notary Public  
Commission # CC # 493609  
My Commission Expires: 12-13-99



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

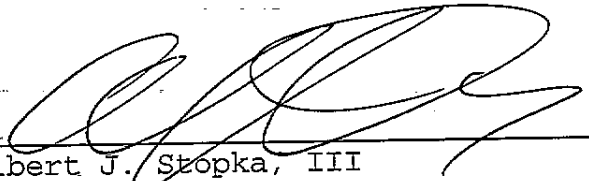
OF

P & M DOORS CORPORATION

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 24<sup>th</sup> day of August, 1998.

  
Albert J. Stopka, III  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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