GERALD W. PLETAN ATTORNEY AT LAW

MM 25

BARNETT BUILDING SUMMERLAND KEY, FL (305) 744-3399

FASCIMILE:

January 5, 1999

305-744-0222

POB 420008 Summerland Key Florida 33042

Secretary of State Division of Corporations POB 6327 Tallahassee, FL 32314

Re: Southern Exteriors of the Florida Keys, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the corporation referenced above, along with two copies and a check in the amount of \$75.00. Please execute the Articles of Incorporation and return the appropriate copy to this office.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,

Leeser Melon

Gerald W. Pletan, Esquire

000002732990--3 -01/07/99--01040--001 *****75.00 *****75.00

ARTICLES OF INCORPORATION

OF

SOUTHERN EXTERIORS OF THE FLORIDA KEYS, INC.

BY THESE ARTICLES OF INCORPORATION the Incorporator(s) form a corporation under Florida law.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is: SOUTHERN EXTERIORS OF THE FLORIDA KEYS, INC., with its principal place of business: 1557 Fern Ave., Big Pine Key, FL 33043

ARTICLE II

PURPOSE

The purpose for which this corporation is organized is to conduct any and all business for any and all purposes permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

DURATION

This corporation shall exist perpetually.

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ARTICLE V

OFFICERS

- (a) The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers serve until the next annual meeting of the Board of Directors unless removed earlier in accordance with the bylaws.
- (b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

PRESIDENT/SECRETARY/DIRECTOR

Sara T. Staley

ARTICLE VI

DIRECTORS

The corporation shall have one (1) directors. The number of directors shall be prescribed in the bylaws from time to time as adopted by the members. The names and addresses of the director(s) who shall serve until the first election, are as follows:

NAME

ADDRESS

SARA T. STALEY

1557 Fern Ave., Big Pine Key, FL 33043

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: SARA T. STALEY, 1557 Fern Ave., Big Pine Key, FL 33043.

ARTICLE VIII

BY LAWS

The bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The initial resident agent for this corporation shall be: SARA T. STALEY

ARTICLE X

AMENDMENTS

An amendment to these articles may be proposed by the Board of Directors and shall be adopted by the Board of Directors by the affirmative vote of at least two thirds of the Directors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation this _____ day of December, 1998.

SUBSCRIBER/SARA T. STALEY

STATE OF FLORIDA

COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me this 28 day of December,

1998, by SARA T. STALEY, an individual personally known to me, or who provided

53 40 -798 -64-636-0 as identification.

Notary Public

Printed name ______
Commission #

My Commission Expires:

* * *

GERALD W PLETAN My Commission CC461054 Expires May. 08, 1999 Bonded by HAI 800-422-1555

AFFIDAVIT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

SARA T. STALEY

STATE OF FLORIDA

COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me this 28 day of Decomber 1998, by SARA T. STALEY, an individual personally known to me, or who provided 5340 798-64-636-0 as identification.

Notary Public

Printed name

Commission #

My Commission Expires:

* TOWN

GERALD W PLETAN My Commission CC461054 Expires May, 08, 1999 Bonded by HAI 800-422-1556

SECRETARY OF STATE OF CORPORATIONS