

**LINDA R. ROBISON  
ATTORNEY-AT-LAW**

6450 Pine Avenue  
Sanibel, FL 33957

Phone: 941-472-3199  
Fax: 941-472-3193  
E-Mail: LRobison@TNTOnline.com

P99000096090

February 7, 2001

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Vinyl Impact Products, Inc. and Protective Glass Industries, Inc.

Dear Sir or Madam:

Enclosed for filing is one original and one duplicate original of the Amended and Restated Articles of Incorporation for each of the above named corporations. Also enclosed are two checks each in the amount of \$43.75 to cover the filing fees and a certified copy of the Amendment for each corporation. Please send evidence of the filing to me at the following address:

Linda R. Robison  
6450 Pine Avenue  
Sanibel, FL 33957

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-02/12/01--01155--022  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Please note that the effective date for the amendment is the filing date. If there is a problem with this filing, please contact me. Thank you for your cooperation.

Very truly yours,

*Linda R. Robison*

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a. L. Robison  
CW

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
Protective Glass Industries, Inc.**

*Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation which originally filed its articles of incorporation in Florida on October 28, 1999, effective October 26, 1999 amends and restates its articles of incorporation in the entirety as follows:*

FIRST: The name of the corporation (hereinafter called the "**Corporation**") is Protective Glass Industries, Inc.

SECOND: The principal place of business and mailing address of the Corporation shall be:

Protective Glass Industries, Inc.  
6431 Topaz Court  
Fort Myers, FL 33901

The Board of Directors of the Corporation may from time to time move the principal office any other address within or without the state of Florida and may establish branch offices in such other place or places as may be designated by the Board of Directors.

THIRD: The name and Florida street address of the registered agent of the Corporation who accepted service upon filing of the original articles of incorporation is:

Kurt A. Streyffeler, Esq.  
2222 Second Street  
Fort Myers, FL 33901

FOURTH: The aggregate number of shares of stock that this Corporation is authorized to have outstanding at any one time is as follows:

7,500 shares, \$1.00 par value common

FIFTH: The Corporation has as its purpose the engaging in all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

SIXTH: 1. The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented.

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TALLAHASSEE, FLORIDA

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

3. No shareholder shall have the right to cumulate his votes in any election of directors.

4. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.

5. No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this Corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transactions of the Corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, of this Corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or other corporation.

The above Amended and Restated Articles of Incorporation were approved by the unanimous written consent of all of the directors and shareholders on October 12, 2000 and are to be effective on filing.

Signed this 16<sup>th</sup> day of October 2000.

  
Peter Merhige, President