

P99000096090

**SMOOT ADAMS EDWARDS  
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ATTORNEYS AT LAW

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**4415 Metro Parkway  
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P.O. Box 60259  
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941-489-1776  
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August 3, 2001

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/08/01--01101--008  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

**Re: Amendment to Articles of Incorporation  
PROTECTIVE GLASS INDUSTRIES, INC.**

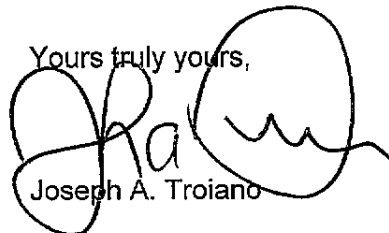
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-08/08/01--01101--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed for filing in the usual manner, together with a check in the amount of \$35.00 for the required filing fee and a check in the amount of \$8.75 to receive a certified copy, please find an Amendment to Articles of Incorporation, which we are filing on behalf of PROTECTIVE GLASS INDUSTRIES, INC., a Florida Corporation.

Please forward the certified copy of the Amendment to the undersigned at the address indicated above. Should you have any questions or need additional information, please feel free to contact me. Thank you for your assistance in this matter.

Yours truly yours,

  
Joseph A. Troiano

JAT/lmt  
Enclosure  
cc: Peter Merhige

FILED  
01 AUG 17 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ax Re-stated  
Art



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 9, 2001

JOSEPH A. TROIANO, ESQ.  
SMOOT, ADAMS, EDWARDS, DORAGH, ET AL  
P. O. BOX 60259  
FORT MYERS, FL 33906

SUBJECT: PROTECTIVE GLASS INDUSTRIES, INC.  
Ref. Number: P99000096090

We have received your document for PROTECTIVE GLASS INDUSTRIES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct your document to show the original articles of incorporation were filed October 29, 1999 not October 28, 1999.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 101A00045812

**SMOOT ADAMS  
EDWARDS DORAGH & BRINSON, P.A.**

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August 15, 2001

Ms. Thelma Lewis  
Corporate Specialist Supervisor  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

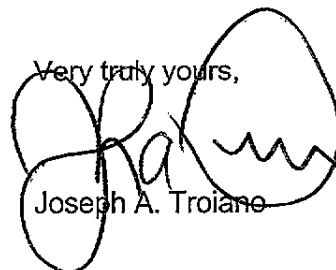
**RE: Protective Glass Industries, Inc.**

Dear Ms. Lewis:

We are in receipt of your letter dated August 9, 2001 regarding the Amended and Restated Articles of Incorporation submitted by Protective Glass Industries, Inc. (copy enclosed). We have made the corrections that you requested and are hereby resubmitting the Amended and Restated Articles of Incorporation for your approval.

Should you have any questions or require additional information concerning this matter, please feel free to contact me. Thank you for your assistance.

Very truly yours,



Joseph A. Troiano

JAT/lmt  
Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**PROTECTIVE GLASS INDUSTRIES, INC.**

FILED  
01 AUG 17 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 29, 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.  
2546 Fowler Street  
Fort Myers, FL 39902

The Board of Directors of the Corporation may from time to time move the principal office to 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 is:

Joseph A. Troiano  
4415 Metro Parkway, Suite 325  
Fort Myers, Florida 33916

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

4,000,000 shares, \$0.001 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.

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 a 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 interest in any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction 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 August 2nd, 2001

Signed this 2nd day of August, 2001

PROTECTIVE GLASS INDUSTRIES, INC.,  
a Florida corporation

By: Peter M. Merhige  
Peter M. Merhige, President

Acceptance and Designation of Registered Agent

Having been named as registered agent and to accept service for the above stated corporation at the place designated in this Amended and Restated Articles Of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Joseph A. Troiano  
Registered Agent