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January 19, 2000

VIA FEDERAL EXPRESS

Division of Corporations
Att: Domestic Charter Section
409 East Gaines Street
Tallahassee, FL 32301

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-01/20/00--01087--003
*****43.75 *****43.75

Re: Rolsafe International Corp.;
Amended and Restated
Articles of Incorporation

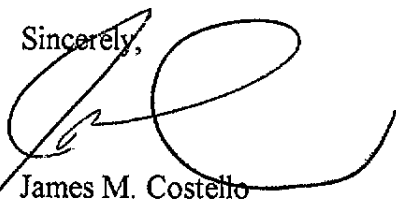
Dear Section Personnel:

Please find enclosed the Amended and Restated Articles of Incorporation for Rolsafe International Corp. for filing in the Department's records.

You will also find enclosed our check in the amount of \$43.75 representing the \$35.00 fee for Amendment to the Articles and an additional \$8.75 for the return of a certified copy to me.

If you have any questions please feel free to call.

Sincerely,


James M. Costello
JMC:kf
Encl.

Amend & Restate
1-28-00
DJS

FILED
00 JAN 20 AM 11:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROLSAFE INTERNATIONAL CORP.

FILED
00 JAN 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending the corporation's Articles of Incorporation under Fla. Stat. §607.1005 of the under the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I
(Name and Mailing Address)

The name of the corporation is ROLSAFE INTERNATIONAL CORP., and its mailing address is 5845 Corporation Circle, Fort Myers, Florida 33905.

ARTICLE II
(Duration)

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III
(Purpose)

The general purposes for which this corporation is organized are the design, manufacture, sales, service and consultation regarding building enclosure systems and their related equipment and services; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
(Capital Stock)

This corporation is authorized to issue 10,000,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V
(Initial Registered Office and Registered Agent)

The street address of the initial registered office of this corporation is 5845 Corporation Circle, Fort Myers, Florida 33905, and the name of the initial registered agent of this corporation at that address is JOSEPH A. KAFKA.

ARTICLE VI
(Initial Board of Directors)

This corporation shall have one (1) director. The name and address of the director of this corporation is:

JOSEPH A. KAFKA
5845 Corporation Circle
Fort Myers, Florida 33905

ARTICLE VII
(Incorporators)

The name and address of the person signing these Articles is JOSEPH A. KAFKA, 5845 Corporation Circle, Fort Myers, Florida 33905.

ARTICLE VIII
(Bylaws)

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, solely by the Board of Directors.

ARTICLE IX
(Amendment)

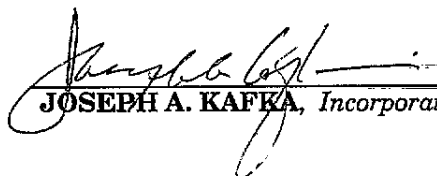
This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X
(Indemnification)

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

The Undersigned hereby certifies that this corporation has not issued any stock, and that he is the sole director of said corporation; that these amended Articles were adopted by the undersigned as sole director as shareholder action was not required.

In Witness Whereof, the undersigned incorporator and sole director has adopted and executed these Amended and Restated Articles of Incorporation on this 19th day of January, 2000.


JOSEPH A. KAFKA, Incorporator/Director