

**ARTICLES OF INCORPORATION
OF
FrameCrafters, Inc.**

**TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA :**

The undersigned, acting as Incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Corporate Name

The name of the corporation is **FrameCrafters, Inc.** and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

ARTICLE II

Authorized Shares

The number of shares which the corporation is authorized to have outstanding is 1,000 shares, all of which shall be common shares with one-dollar (\$1.00) par value.

ARTICLE III

Registered Office and Agent

The registered office of the corporation is at 235 Essex Drive, Sterrett, AL 35147. The registered agent at that address is Dayne G. Nelson.

ARTICLE IV

Incorporator

Dayne G. Nelson of 235 Essex Drive, Sterrett, AL 35147 is the Incorporator of the corporation.

ARTICLE V

Initial Director

The number of directors constituting the initial Board of Directors of the corporation is 1, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall duly qualify is:

Dayne G. Nelson

235 Essex Drive
Sterrett, AL 35147

ARTICLE VI

Purposes

The purposes for which the corporation is formed are:

a. To provide finished goods to the wholesale home improvement market, to consumers as appropriate and other related services.

b. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, person, governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing, and to guarantee by endorsement or otherwise the payment of the principal of, or interest or dividends on, any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, or improve

or enhance the value of any such property.

c. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of, and to invest, trade or deal in, real and personal property of every kind and description or any interest therein.

d. To engage in any restaurant, brewery, mercantile, manufacturing or trading business of any kind or character whatsoever throughout the world, and to do all things incidental to any such business.

e. To acquire all or any part of the securities, goodwill, rights, property or assets of all kinds, to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person, governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to pay for the same cash, stocks, bonds, debentures, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired.

f. To have one or more offices and to conduct any or all of its operation and business and to promote its objects, within or without the State of Alabama, without restriction as to place or amount.

g. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, governmental, municipal, or public authority, domestic or foreign, located in or organized under the law of any authority in any part of the world, in the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

h. To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

i. To lend money, either without any collateral security or on the security of real or personal property, and to enter into, make, perform, and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign or others.

j. To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, pledge, lease, sell, assign or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, conclusions and the like, whether used in connection with or secured under letters of patent or issued by any country or authority, or otherwise; and to issue, exercise, develop and grant licenses in respect thereof or otherwise turn the same to account.

k. To make any guaranty respecting securities, indebtedness, dividends, interest, contracts or other obligations so far as the same may be permitted to be done by a corporation organized under the laws of the State of Alabama.

l. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same not be forbidden by the laws of the State of Alabama.

m. In general, to carry on any business and to have and exercise all of the powers conferred by the laws for the State of Alabama upon corporations formed thereunder; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicate, partnership, association or corporation, governmental, municipal or public authority, domestic or foreign; to establish and maintain offices and agencies and to exercise all or any part of its corporate powers and rights throughout the world.

n. To exercise all powers now granted, or which in the future may be granted, by the Alabama Business Corporation Act to corporations formed thereunder, subject to any limitation imposed or any provision of any other statute of the State of Alabama.

ARTICLE VII

By-Laws

The conduct of the business and the affairs of the corporation shall be governed and regulated by its By-Laws. The Board of Directors is expressly authorized to alter, amend, or repeal the By-Laws of the corporation, without any action on the part of the shareholders; but the By-Laws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration, amendment, or repeal by the shareholders be included in the notice of such special

meeting of the shareholders.

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Shelby Cnty Judge of Probate, AL
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ARTICLE VIII

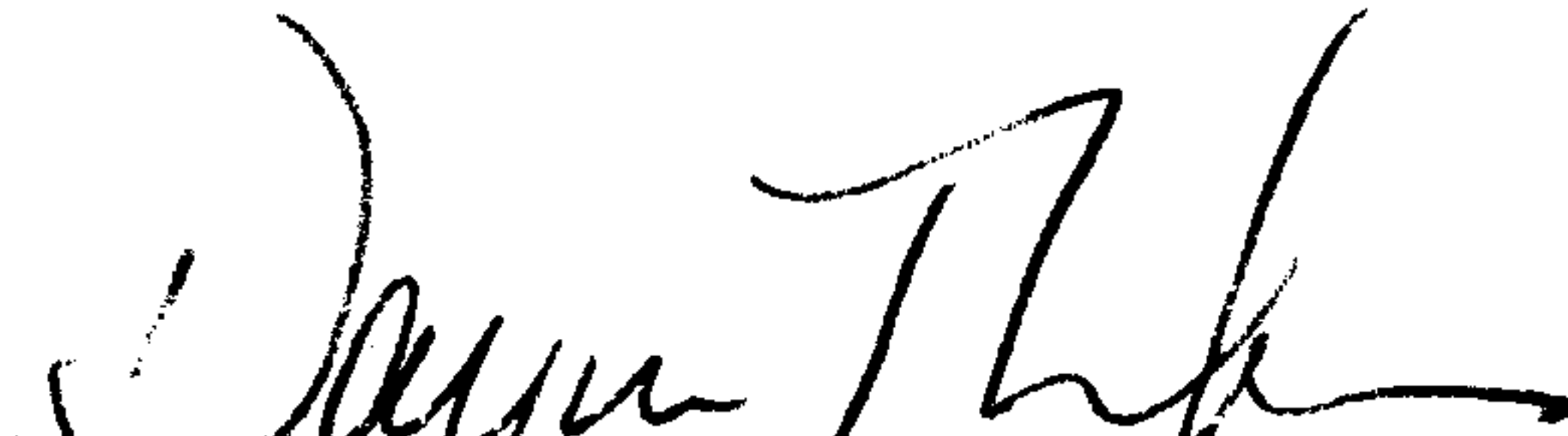
Management

The management of the business of the corporation shall be vested in the Board of Directors, who, in addition to the powers and authorities granted by the By-Laws, the Statutes of Alabama, or otherwise expressly conferred upon them, are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation which are not by Statute or the By-Laws of the corporation directed or required to be exercised or done by the shareholders, or by the corporation in a general meeting; subject, however, to the provisions of the Code of Alabama, these Articles of Incorporation, the By-Laws of the corporation and to any resolution from time to time made by the corporation in a general meeting, provided that no resolution or By-Laws so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made or if such resolution had not been adopted.

Dated this 29th day of April 2005.

Incorporator for
FrameCrafters, Inc.

IN WITNESS WHEREOF, I have subscribed my name, this 29th day of April 2005 at Birmingham, Alabama.


Dayne G. Nelson

Witness:





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STATE OF ALABAMA)
SHELBY COUNTY)

I the undersigned Notary Public, in and for said county and State, hereby certify that Dayne G. Nelson whose name is signed to the foregoing Articles of Incorporation of **FrameCrafters, Inc.**, and who is known to me to be the party to the same, acknowledged before me on this day, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the date same bears date and said Articles are the act and deed of the signor and the facts stated therein are true.

GIVEN under my hand and seal this 29th day of April 2005.

NOTARY PUBLIC
Robert A. Webb

My Commission Expires:
12/17/07

THIS INSTRUMENT PREPARED BY:
ROBERT A. WEBB, P.C.
ATTORNEY AT LAW
1025 23RD STREET SOUTH
BIRMINGHAM, AL 35205
205-324-1000



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Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

FrameCrafters, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert A Webb, 1025 23rd St S Ste 300, Birmingham, AL 35205 for a period of one hundred twenty days beginning April 19, 2005 and expiring August 18, 2005.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 19, 2005

Date

Nancy L. Worley

Secretary of State