

JAN. 19. 2005 4:31PM

CORPORATION SVC

NO. 450

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MARGO WALLPAPER CORPORATION

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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Amend N.C.

G. O. ... JAN 20 2005

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
(CERTIFICATE OF INCORPORATION)
OF
MARGO WALLPAPER CORPORATION

FILED
2005 JAN 19 PM 4:44
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, MARGO WALLPAPER CORPORATION (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation (Certificate of Incorporation), as previously amended:

1. Article FIRST of the Articles of Incorporation (Certificate of Incorporation) of the Corporation is hereby amended so as henceforth to read as follows:

The name of the corporation shall be:
ATRIUM WALLCOVERINGS, INC.

2. Article THIRD of the Articles of Incorporation (Certificate of Incorporation) of the Corporation is hereby amended so as henceforth to read as follows:

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one hundred (100) in number, divided into fifty (50) shares of Class A common stock having a par value of ten dollars (\$10.00) per share and entitled to vote (hereinafter referred to as "Class A Common Shares"), and fifty (50) shares of Class B non-voting common stock having a par value of ten dollars (\$10.00) per share and not entitled to vote (hereinafter referred to as "Class B Common Shares"). Par value shall have no effect on the corporation's capital structure. The Class A Common Shares and the Class B Common Shares shall be subject to the following provisions: (a) The entire voting power of the corporation shall be vested exclusively in the holders of the Class A Common Shares, who shall be entitled to one (1) vote for each Class A Common Share held of record. The holders of the Class B Common Shares shall not have any voting rights by reason of their ownership of any Class B Common Shares. The holders of the Class B Common Shares shall not have any right to any voice in the management of the corporation; and (b) In the event of any dissolution, liquidation or other winding up of the corporation, whether voluntarily or involuntarily, after the debts and liabilities of the corporation have been paid, the remaining assets shall be delivered and distributed to the holders of the Class A Common Shares and Class B Common Shares and the amount payable on account of each share of stock shall be identical to the amount payable with respect to

each other share of stock, regardless of class (i.e., the liquidating distribution or dividend per share shall be identical for each of the then outstanding Class A Common Shares and the then outstanding Class B Common Shares).

Prior to the date of adoption of this amendment, fifty (50) shares of stock in the Corporation were issued by the Corporation, and said fifty (50) shares remain outstanding as of the date of adoption of this amendment. All of said fifty (50) shares of stock in the Corporation which were already issued and remain outstanding as of the date of adoption of this amendment shall be deemed and shall constitute all of the Class A Common Shares. Each Stockholder who owns any of said fifty (50) shares as of the date of this amendment shall promptly deliver to the Corporation's Secretary all of his or her stock certificates for such shares, and the Corporation's Secretary will immediately cancel said stock certificates of record and issue and deliver to said Stockholder new certificates for an equal number of Class A Common Shares.

3. Article SEVENTH of the Articles of Incorporation (Certificate of Incorporation) of the Corporation is hereby amended so as henceforth to read as follows:

The Board of Directors of the Corporation shall consist of not less than one (1) nor more than nine (9) directors.

4. The date of adoption of the aforesaid amendments is as of the 30th day of March, 2004.

5. The said number of votes cast for the aforesaid amendments by the shareholders was sufficient for the approval thereof.

MARGO WALLPAPER CORPORATION, a
Florida corporation

By: 

JEFFREY HERZFELD, President