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TINGIRIDES & SCHIRMER

ATTORNEYS AT LAW

800 North Bolcher Road
Suite 4
Clearwater, Florida 34625

STAVROS TINGIRIDES
MATTHEW J. SCHIRMER

Telephone (813) 448-0088
Facsimile (813) 447-5231

FILED

90 MAR 4 AM 9:51
Corporate and Business Law
Estate Planning and Probate
Tallahassee, FLORIDA
Title Insurance

February 28, 1996

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

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Re: B & C AUTO TINT & ACCESSORY CENTER, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Designation of Registered Agent for the above-referenced corporation, along with a check for \$70.00 to cover the cost of:

1. filing the Articles of Incorporation, and
2. filing the Certificate of Designation of Registered Agent.

Please return a confirmation to this office in the enclosed envelope once the Articles have been filed.

If you have any questions, please do not hesitate to give me a call. Thank you for your kind assistance.

Very truly yours,



Stavros Tingirides, Esquire

ST:jp
Enclosure(s)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 MAR -4 AM 9:51

PH
3/7/96

Articles of Incorporation
for

B & C AUTO TINT & ACCESSORY CENTER, INC.
(for-profit corporation)

FILED

96 MAR -4 AM 9:51

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be B & C AUTO TINT & ACCESSORY CENTER, INC.

ARTICLE II - PURPOSES

The general purposes for which the corporation is organized are:

A. To engage in the business of automobile detail and the sale of automobile accessories.

B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried in connection with or auxiliary to the foregoing business.

C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

D. To engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2140 Drew Street, Suite G, Clearwater, Florida 34625.

ARTICLE V - CAPITALIZATION

The aggregate number of shares of stock which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the Initial Registered Agent is Stavros Tingirides, Esquire and the street address of the Initial Registered Office of this Corporation in the State of Florida is 800 North Belcher Road, Suite 4, Clearwater, Florida 34625. The Board of Directors may, from time to time and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

ARTICLE VII - INCORPORATORS

The name and address of the sole incorporator is Stavros Tingirides, Esquire, 800 North Belcher Road, Suite 4, Clearwater, Florida 34625.

ARTICLE VIII - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

ARTICLE IX - DIRECTORS

The number of Directors may be increased or decreased from time to time, by an amendment of the by-laws when such amendment is adopted by the stockholders, provided that the number of Directors shall never less than one (1).

ARTICLE X - INITIAL DIRECTORS

This Corporation shall have one (1) Director initially. The name and addresses of the initial Director is:

PETE BERDOS, 2224 Kimberly Court, Palm Harbor, Florida 34683

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he serves as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section..

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation: nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the by-laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the by-laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such by-laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon,

unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 1996.


Stavros Tingirides, Esquire, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this 28th day of February, 1996, before me personally appeared Stavros Tingirides, Esquire, well known to me and known to be the person described in the above instrument, and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he voluntarily executed these Articles of Incorporation for the use and purposes therein expressed.

WITNESS my hand and official seal in the County and State above named, this 28th day of February, 1996.


NOTARY PUBLIC

My Commission Expires: 3-26-96



B & C AUTO TINT & ACCESSORY CENTER, INC.
(for-profit corporation)

FILED

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

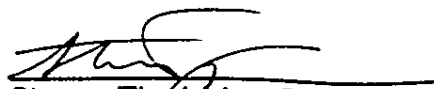
Pursuant to the provisions of Florida Statutes, sections 607.0501 and 48.091, and Article VI of the Articles of Incorporation of B & C AUTO TINT & ACCESSORY CENTER, INC., organized under the laws of the State of Florida, the undersigned corporation submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is B & C AUTO TINT & ACCESSORY CENTER, INC.
2. The name and address of the registered agent and office is:

Stavros Tingirides, Esquire
800 North Belcher Road
Suite 4
Clearwater, Florida 34625

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated 2/28/96


Stavros Tingirides, Esquire

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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B & C Auto Tint &
Accessory Center, Inc.

800002270788--1

-08/19/97--01008--003

*****35.00 *****35.00

RECEIVED
97 AUG 19 PM 8:46
DIVISION OF CORPORATION

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Name Reservation _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search 08/19 _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

97 AUG 19 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Signature _____

Requested by: CJB

Name _____

Date 8-19

Time 8:30

Walk-In _____

Will Pick Up _____

Joy Amend & Name Change

Articles of Amendment
to
Articles of Incorporation
of

B & C A'ITO TINT & ACCESSORY CENTER, INC.
(for-profit corporation)

FILED
97 AUG 19 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted:

ARTICLE I - NAME

The name of the Corporation shall be WINDOW TINT AMERICA, INC.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2167 Drew Street, Clearwater, Florida 33765.

SECOND: The date of the amendment's adoption: August 11, 1997

THIRD: The amendment was adopted by a unanimous vote of the board of directors with unanimous approval by the shareholders.

Dated this 11th day of August, 1997


PETE BERDOS

as sole director and 100% shareholder

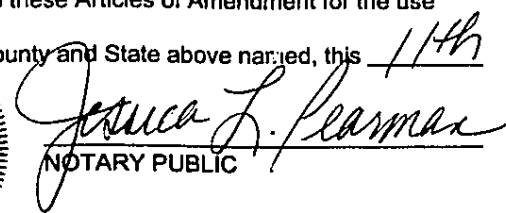
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Pete Berdos, well known to me and known to me to be the person described in and who executed the foregoing Articles of Amendment, and who acknowledged before me that he voluntarily executed these Articles of Amendment for the use and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 11th day of August, 1997

My Commission Expires:




NOTARY PUBLIC