

M01000002563

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

www.pgfm.com

PLEASE RESPOND: Atlanta Address

Sixteenth Floor  
191 Peachtree Street, N.E.  
Atlanta, Georgia 30303  
404 572-6600  
Facsimile 404 572-6999

Sixth Floor  
1001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
202 347-0066  
Facsimile 202 624-7222

John M. Harris  
Direct Dial: 404-572-6861  
E-mail: jharris@pgfm.com

August 14, 2001

00855-00734-00672

Via First Class Mail

\$ 3150

MJH

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

11/8

W01-19621

Re: Application for Certificate of Authority

000004543170--7  
-08/20/01--01131--004  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sir or Madam:

To effect the filing of the Application for Certificate of Authority for The Shutter Shoppe, L.L.C. ("Company"), we deliver to you herewith the following documents:

1. an original and one conformed copy of the Application for Certificate of Authority of the Company;
2. an original and one conformed copy of the registered agent acceptance certificate;
3. good Standing Certificate issued by the Georgia Secretary of State; and
4. our firm's check for the \$125.00 filing fee.

We respectfully request that you file the Application for Certificate of Authority as soon as possible. Please return to us a conformed copy of the Application for Certificate of Authority upon filing.

Sincerely yours,

John Harris

John Harris, Corporate Paralegal

For Powell, Goldstein, Frazer & Murphy LLP

cc: Linzy Scott, Esq. (without enclosures)

FILED  
01 NOV -8 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

201A00048152



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 23, 2001

JOHN HARRIS  
POWELL, GOLDSTEIN, FRAZER & MURPHY LLP  
191 PEACHTREE ST., NE, 16TH FLOOR  
ATLANTA, GA 30303

SUBJECT: THE SHUTTER SHOPPE, L.L.C.  
Ref. Number: W01000019621

We have received your document for THE SHUTTER SHOPPE, L.L.C. and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,150.00.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 801A00048152

POWELL  
GOLDSTEIN  
FRAZER &  
MURPHY LLP

ATLANTA GENEVA WASHINGTON

direct dial 404-572-6861

jharris@pgfm.com

October 22, 2001

**Via Certified Mail, Return Receipt Requested**

Michelle Hodges  
Document Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

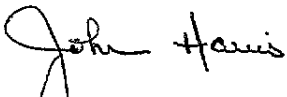
Re: Letter Number 801A00048152

Dear Michelle:

Our office has received your letter of August 23, 2001 concerning the proposed penalties being levied against The Shutter Shoppe, L.L.C. A copy of the letter is attached. When the company first started transacting business in your state it registered, and has been paying the applicable sales and use tax, unemployment tax and withholding tax to the Florida Department of Revenue. The company was not aware that it was required to file an Application for Certificate of Authority at that time. The Company would have made this filing as evidence with its voluntary compliance and payment of the various tax filings.

Please consider this letter as the Company's request to have the penalty for failure to file waived. If you require any additional information, please contact me at (404) 572-6861.

Sincerely yours,



John Harris, Corporate Paralegal

For Powell, Goldstein, Frazer & Murphy LLP

cc: Linzy O. Scott, III, Esq. (without enclosure)  
Rebecca Howe (Shutter Shoppe)

191 Peachtree Street NE Sixteenth Floor Atlanta, GA 30303-1736

Tel: (404) 572-6600 Fax: (404) 572-6999

www.pgfm.com

::ODMA\PCDOCS\ATL\521260\1

TO: Gerry York, General Counsel's Office  
FROM: Gretchen S. Harvey, Registration Section  
DATE: November 7<sup>th</sup>, 2001  
SUBJECT: THE SHUTTER SHOPPE, L.L.C.  
REFERENCE: W01000019621

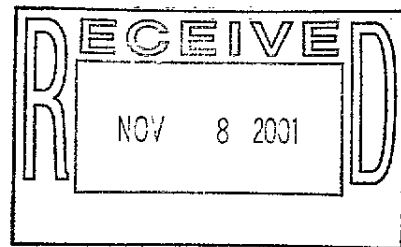
Pursuant to Mr. Harris' letter of October 22<sup>nd</sup>, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

*error on  
line 6*





# *Department of State*

## *Memorandum Office of the General Counsel*

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 8, 2001

RE: The Shutter Shoppe, LLC

Based upon the information provided by this LLC, it is my recommendation that this file be closed and that the LLC be issued a certificate of authority. Based upon a conversation with John Harris, Paralegal for the law firm of Powell, Goldstein, Frazer & Murphy LLP, the LLC filled out line 6 of the August 20, 2001 application in error, merely intending to be qualified prospectively. Accordingly, no outstanding fees and penalties are due.

/gtv

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. The Shutter Shoppe, L.L.C.  
(Name of foreign limited liability company)
2. Georgia  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2272980  
(FEI number, if applicable)
4. December 12, 1996  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 1, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9345 Industrial Trace Highway  
Alpharetta, GA 30004  
(Street address of principal office)

FILED  
01 NOV - 8 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

James Howe 9345 Industrial Trace Highway, Alpharetta, GA 30004

Rebecca Howe 9345 Industrial Trace Highway, Alpharetta, GA 30004

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Sales of interior plantation

shutters

Rebecca Howe

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Rebecca L. Howe

Typed or printed name of signer

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

The Shutter Shoppe, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.*

CT Corporation System

**DALE W. MORRIS**  
**ASSISTANT VICE PRESIDENT**

Dale W. Morris

(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : K637539  
DATE INC/AUTH/FILED: 12/12/1996  
JURISDICTION : GEORGIA  
PRINT DATE : 08/14/2001  
FORM NUMBER : 211

POWELL, GOLDSTEIN, FRAZER & MURPHY  
JOHN HARRIS  
191 PEACHTREE STREET  
ATLANTA, GA 30303

## CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

THE SHUTTER SHOPPE, L.L.C.  
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20010814141716618



*Cathy Cox*

Cathy Cox  
Secretary of State