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May 25, 2000

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-05/31/00--01095--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

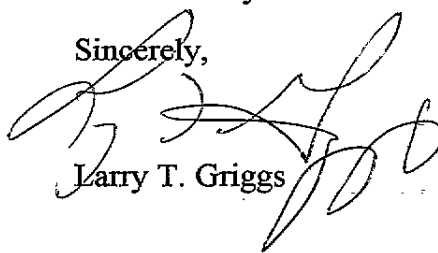
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed herewith please find Articles of Incorporation of Tropic Verticals, Inc. and a check payable to your office for the sum of \$78.75. Once the Articles are filed please mail me a certified copy.

Please contact me if you have any questions or if I may be of further assistance.

Sincerely,



Larry T. Griggs

LTG/mjt

Enclosures: Articles of Inc.  
Check

FILED  
00 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TSMTTH JUN 09 2000

ARTICLES OF INCORPORATION  
OF  
TROPIC VERTICALS, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is TROPIC VERTICALS, INC.

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The purpose of this corporation is to engage in all aspects of business regarding interior window coverings and design products, including but not limited to, the manufacture, retail sale and wholesale of window covering and design products and such other business activities, including the ownership of real and personal property, as are necessary and incidental to the operation of the business, or any other lawful business.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 100 common shares at \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this corporation is to be at 2740 US 1 South, Southgate Square, St. Augustine, Florida 32086.

FILED  
00 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

### REGISTERED AGENT AND REGISTERED OFFICE

JOE L. TODD shall be the initial registered agent to accept service of process with this State and the initial registered office shall be 2740 US 1 South, Southgate Square, St. Augustine, Florida 32086.

## ARTICLE VII

### DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The name and address of the initial director who shall hold office until his successors are elected and have qualified are as follows:

JOE L. TODD  
4032 Red Lane  
St. Augustine, Florida 32086

DENA M. TODD  
4032 Red Lane  
St. Augustine, Florida 32086

## ARTICLE VIII

### INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful

misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

#### ARTICLE IX

#### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. 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 votes thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 day of May, 2000.

  
JOE L. TODD  
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOE L. TODD, having been named as registered agent of TROPIC VERTICALS, INC. to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and I am familiar with and accept the duties and obligations of registered agent for said corporation pursuant to F.S. 607.0501(3).

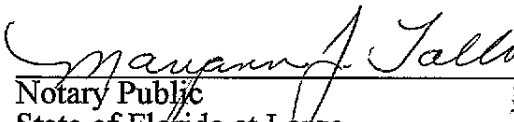
DATED this 21<sup>st</sup> day of May, 2000.

  
\_\_\_\_\_  
Joe L. Todd  
Registered Agent  
2740 US 1 South  
Southgate Square  
St. Augustine, FL 32086

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of May, 2000 by JOE L. TODD, President of TROPICAL VERTICALS, INC. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification and did take an oath.



  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My commission expires: 10/27/03

FILED  
00 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304