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TERENCE M. BROWN, P.A.

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Terence M. Brown

June 7, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200003304992--3

-06/26/00--01131--018
*****122.50 *****78.75

RE: Vanishing Screens, Inc.

Dear Sir/Madam:

Enclosed please find the original and one-copy of the Articles of Incorporation for the above-named proposed Florida corporation. I have enclosed my firm's check in the amount of \$122.50 as payment for the following:

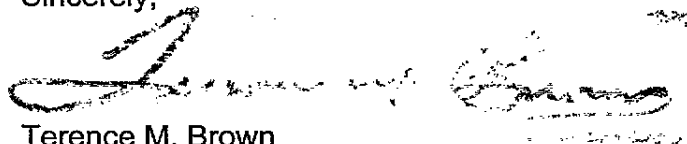
Filing Fee:	\$ 35.00
Certified Copy Fee:	\$ 35.00
Registered Agent Fee:	<u>\$ 52.50</u>
	\$122.50

FILED
JUN 26 AM 9:33
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return a copy to my office.

Thank you for your assistance in this matter.

Sincerely,



Terence M. Brown

TMB/rg
Encl.

6/6/29

ARTICLES OF INCORPORATION

OF

VANISHING SCREENS, INC.

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation is VANISHING SCREENS, INC.

ARTICLE II
TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III
GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- (a) To engage in the business of distributing screen and security systems.
- (b) To engage in any and all other lawful business.

FILED
00 JUN 26 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
POWERS

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other

government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the board of directors shall find will be an aid of governmental policy.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers, and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effects its purpose.

ARTICLE V **CAPITAL STOCK**

This corporation is authorized to issue one hundred(100) shares of \$5.00 per value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VI **INITIAL REGISTERED AGENT AND OFFICE/PRINCIPAL OFFICE**

The initial registered agent of the corporation is Terence M. Brown. The street address of the registered agent is 486 North Temple Avenue, Starke, Florida. The street address and mailing address of the corporation's principal office is 2046 U.S. Highway 301 South, Starke, Florida 32091.

ARTICLE VII **DIRECTORS**

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by bylaws of the corporation,

provided that the corporation shall always have at least two directors. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected or appointed pursuant to the corporations bylaws and qualified are:

<u>Name</u>	<u>Address</u>
Irvin Richard Rothberg	2046 U.S. Highway 301 South Starke, Florida 32091
Angela Christine Rothberg	2046 U.S. Highway 301 South Starke, Florida 32091

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporation signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Irving Richard Rothberg	2046 U.S. Highway 301 South Starke, Florida 32091

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee

or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaw, agreement, vote of shareholders or otherwise.

ARTICLE X **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI **REMOVAL OF DIRECTORS**

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is a cause for removal.

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided
by law.

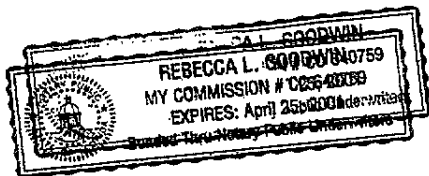
IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of
the State of Florida, this 7th day of June 2000.


IRVIN RICHARD ROTHBERG

**STATE OF FLORIDA
COUNTY OF BRADFORD**

BEFORE ME an officer duly authorized to administer oaths and take
acknowledgments, personally appeared Irvin Richard Rothberg to me well known
or who has produced _____ to me as identification, to be the
person described herein and who executed the foregoing instrument and he
acknowledged before me that he executed the same freely and voluntarily for the
purposes therein expressed.

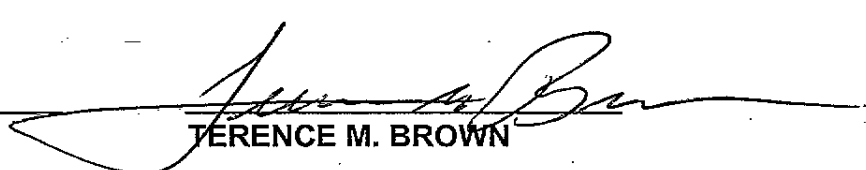
SWORN AND SUBSCRIBED before me this 7th day of June, 2000.




Notary Public
State of Florida at Large
My Commission Expires APRIL 25 '01

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service
of process for the above-stated corporation, at the place designated herein, I
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.

DATED 6/7/00 
TERENCE M. BROWN