

P00000078935

July 27, 2000

100003340921--9
-07/31/00--01126--007
*****78.75 *****78.75

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

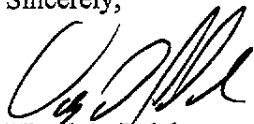
Re: Sunrooms in SW Florida, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for Sunrooms in SW Florida, Inc., along with my check in the amount of \$78.75 for filing fees, registered agent designation and a certified copy.

Please contact this office if further information is required.

Sincerely,


Virgil A. Judah

FILED
00 AUG 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-19/21
gk 8/2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 2, 2000

VIRGIL A. JUDAH
9131 COLLEGE PKWY, STE. 101
FT. MYERS, FL 33919

SUBJECT: SUNROOMS IN SW FLORIDA, INC.
Ref. Number: W00000019121

We have received your document for SUNROOMS IN SW FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 400A00041814

FILED
00 AUG 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Sunrooms in SW Florida, Inc.

Pursuant to Section 607.0101, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of incorporation:

ARTICLE 1. NAME

The name of the Corporation is **Sunrooms in SW Florida, Inc.**

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

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

ARTICLE 5. PRINCIPLE OFFICE

The principle office and the mailing address for the corporation is **9131 College Parkway-13B, Suite 101, Fort Myers, Florida 33919.**

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is **9131 College Parkway-13B, Suite 101, Fort Myers, Florida 33919** and the name of its Registered Agent at that address is **J. M. Copeland.**

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Directors of the Corporation is as follows:

B. Paul Marcoux
9131 College Parkway 13-B, Suite 101
Fort Myers, Fl 33919

J.M. Copeland
9131 College Parkway 13-B, Suite 101
Fort Myers, Fl 33919

ARTICLE 8. INCORPORATORS

The name and address of each incorporator is as follows:

J.M. Copeland
9131 College Parkway 13-B, Suite 101
Fort Myers, Fl 33919

ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators, and registered agent to the full extent permitted by law.

ARTICLE 11. STOCK TRANSFER RESTRICTIONS

Shares of stock owned by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in the proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

ARTICLE 12. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 13. COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.0203(1), Florida Statutes, the date when corporate existence shall commence is the date of filing these Articles Of Incorporation.

ARTICLE 14. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the Shareholders.

ARTICLE 15. DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of a majority of all the Directors of the Corporation shall be an act of the Board of Directors.

ARTICLE 16. DIVIDENDS

Dividends may be paid to the Shareholders.

ARTICLE 17. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

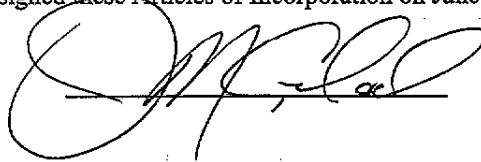
ARTICLE 18. INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE 19. SHAREHOLDER AGREEMENT

The Shareholders or subscribers to stock of this Corporation shall be authorized to enter into any agreement between themselves and with the Corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the Shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the Corporation any and all of the shares of the Corporation. A copy of the agreement shall be filed with the Corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on June 29, 1998. _____



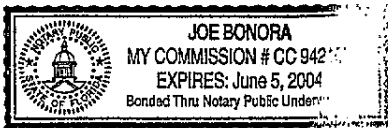
J.M. Copeland

STATE OF FLORIDA }

COUNTY OF LEE }

The foregoing instrument was acknowledged before me this July , 2000 by James Copeland, who is personally known to me or produced DRIVER LICENSE as identification.

C145-453-42-348-0



My Commission Expires.

NOTARY PUBLIC

Printed Name

JOSEPH R. BONORA

FILED

00 AUG 21 PM 4:09

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

Pursuant to the provisions of Section 607.0501 (3), Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the Following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

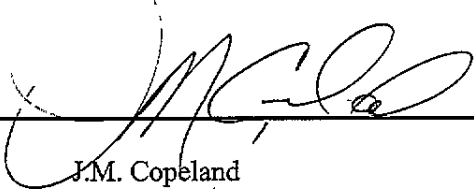
Sunrooms in SW Florida, Inc.

2. The name and address of the registered agent and office is:

**J.M. Copeland
9131 College Parkway 13-B, Suite 101
Fort Myers, Florida 33919**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place stated 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.

Dated: 8-16-2000


J.M. Copeland
Registered Agent