

PO1000087936

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000096726 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP -6 AM 8:26

FLORIDA PROFIT CORPORATION OR P.A.

ECLIPSE SCREENS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION**OF****ECLIPSE SCREENS, INC.****ARTICLE I - NAME**

The name of the corporation is Eclipse Screens, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of Eclipse Screens, Inc., shall be 5300 N.W. 12th Avenue, Suite 7, Ft. Lauderdale, Florida 33309.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the business of maintaining distribution agreements for the sale of window screens in the State of Florida, Georgia, North Carolina and South Carolina and any other purpose authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock and to issue only one class of stock which shall be designated "Common Stock". One Hundred (100) shares of One Dollar (\$1.00) par value Common Stock shall be issued as follows: Forty (40) shares of Common Stock to Michael D. O'Keeffe; Twenty (20) shares of Common Stock to Marcus von der Goltz; Twenty (20) shares of Common Stock to Christian von der Goltz; and Twenty (20) shares of Common Stock to Robert K. Green.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the officers and directors of this corporation are:

Michael D. O'Keeffe
President/Director

5300 N.W. 12th Avenue, Suite 7
Ft. Lauderdale, Florida 33309

H 01000096726**H 01000096726**

Christian von der Goltz
Vice President/Director
5300 N.W. 12th Avenue, Suite 7
Ft. Lauderdale, Florida 33309

Markus von der Goltz
Secretary/Director
5300 N.W. 12th Avenue, Suite 7
Ft. Lauderdale, Florida 33309

Robert K. Green
Treasurer/Director
5300 N.W. 12th Avenue, Suite 7
Ft. Lauderdale, Florida 33309

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the Initial Registered Agent is Gary M. Freedman, Esquire, whose street address is c/o Tabas, Freedman & Soloff, P.A., 25 S.E. 2nd Avenue, Suite 919, Miami, Florida 33130.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Michael D. O'Keeffe
President/Director
5300 N.W. 12th Avenue, Suite 7
Ft. Lauderdale, Florida 33309

ARTICLE IX - BYLAWS

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

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - INDEMNIFICATION

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

ARTICLE XII - INDEMNIFICATION

The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of August, 2001.

Eclipse Screens, Inc.


Michael D. O'Keeffe, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

)
) ss:
)

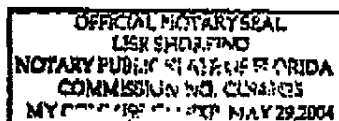
BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Michael D. O'Keeffe, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 31 day of August, 2001.



Notary Public, State of Florida,
at Large

My Commission Expires:



H 01000096726

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Eclipse Screens, Inc., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at Broward County, Florida, has named Gary M. Freedman, Esquire, located at c/o Tabas, Freedman & Soloff, P.A., 25 S.E. 2nd Avenue, Suite 919, Miami, Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


GARY M. FREEDMAN, ESQUIRE
REGISTERED AGENT

H 01000096726

01 SEP -6 AM 8:26
STATE SECRETARY OF STATE
DIVISION OF CORPORATIONS