

# P05000023769

Florida Department of State  
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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

## FLORIDA PROFIT CORPORATION OR P.A.

**blinds of america inc.**

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

D. WHITE FEB 16 2005



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 15, 2005

EMPIRE CORPORATE KIT

SUBJECT: BLINDS OF AMERICA INC.  
REF: W05000007741

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the registered agent must be the same. ( see article IV and R.A. certificate. )

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

FAX Aud. #: H05000037376  
Letter Number: 00SA00010497

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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05 FEB 15 AM 8:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H05000037376

**ARTICLES OF INCORPORATION  
of  
BLINDS OF AMERICA INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is **BLINDS OF AMERICA INC.**

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1654 W 41st St  
Hialeah, FL 33012

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Israel Hernandez  
BLINDS OF AMERICA  
1654 W 41st St  
DADE county  
Hialeah, FL 33012

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## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Israel Hernandez  
1654 W 41st St  
Hialeah, FL 33912

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into Three classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **Certification**

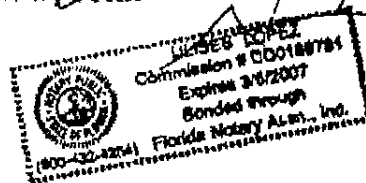
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

[Signature]  
Isabel Hernandez, Incorporator  
1654 W 41st St  
Hialeah, FL 33912

State of Florida, County of Dade, ss:

Subscribed and sworn to (or affirmed) before me this 11 day of February,  
2006

[Signature]  
Notary Public



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# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: BLINDS OF AMERICA INC.

1654 W 41st St, Hialeah, FL 33012

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

Israel Hernandez

(Name)

1654 W 41st Street, Hialeah, FL 33012

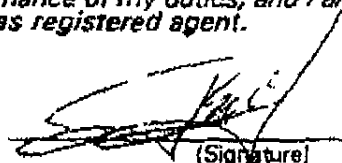
(P.O. Box not acceptable)

Hialeah, FL. Dade County.

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

  
(Signature)

Registered Agent

H05000037376

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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Division of Corporations  
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TALLAHASSEE, FLORIDA

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Fax Number : (850) 205-0381

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

**FLORIDA PROFIT CORPORATION OR P.A.**

**edmind innovations, inc**

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

D. WHITE FEB 16 2005



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ARTICLES OF INCORPORATION  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EDMIND INNOVATIONS, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

25415 SW 124<sup>th</sup> CT  
HOMESTEAD, FL 33032

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

(500) Shares of (\$ 1.00) par value common stock.

ARTICLE IV INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent are:

EDUARD BODERO  
25415 SW 124<sup>th</sup> CT  
HOMESTEAD, FL 33032

ARTICLE V INCORPORATOR

The name and address of the incorporator of this corporation, who is the person signing these Articles of Incorporation is:

EDUARD BODERO  
25415 SW 124<sup>th</sup> CT  
HOMESTEAD, FL 33032

ARTICLE VI DIRECTOR(S)

The name(s) and street address (es) of the director(s) to these Articles of incorporation is (are):

Eduard Boderó (President)  
25415 SW 124<sup>th</sup> CT  
HOMESTEAD, FL 33032

Migdalia Boderó (Vice-President)  
25415 SW 124<sup>th</sup> CT  
HOMESTEAD, FL 33032

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this February 14 of 2005

Eduard Boderó

Signature/Incorporator

2/15/05

Date

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

SECRETARY OF STATE  
 PALM BEACH, FLORIDA

Pursuant to the provisions of sections 607.0501, 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:

EDMIND INNOVATIONS, INC

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

EDUARD BODERO  
 25415 SW 124<sup>TH</sup> CT  
 HOMESTEAD, FL 33032

*HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.*

SIGNATURE EDUARD BODERO DATE 2/15/05

STATE OF FLORIDA)

ss

COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared, Eduard Boderó to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this February 15 day of 2005.

RE-1-S  
 Notary Public - State of Florida



Roger A. Estrada  
 My Commission 00067610  
 Expires October 24, 2006

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