

PROFESSIONAL WINDOW TINTING, INC.  
7385 BIRD ROAD  
MIAMI, FLORIDA 33155  
(305) 261-7400

P95000021443

February 28, 1995

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

200001418472  
-03/01/95--01061--012  
\*\*\*122.50 \*\*\*122.50

Re.: Professional Window Tinting, Inc.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation of Professional Window Tinting, Inc., together with our check in the amount of \$122.50 for payment of all required fees.

Please file these Articles, and return a Certified Copy of same to our office.

Very truly yours,

*Marlene de Cespedes*  
Marlene de Cespedes

*EFF 2/28/95*

EFFECTIVE DATE

2/28/95

*KJW  
3/1/95*

*WIS-4771*  
*EFF 2/28/95*  
*00678, 00675, 00671*

FILED  
03/01/95



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

March 2, 1995

**MARLENE D. CESPEDES**  
7385 BIRD ROAD  
MIAMI, FL 33155

**SUBJECT: PROFESSIONAL WINDOW TINTING, INC.**  
Ref. Number: W95000004717

We have received your document for PROFESSIONAL WINDOW TINTING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return 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 (904) 487-6927.

**Kanut Khosla**  
Corporate Specialist

Letter Number: 595A00009488

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL WINDOW TINTING, INC.**

The undersigned hereby associate themselves for the purpose of becoming a corporation under the laws of the State of Florida (Florida Business Corporation Act), as they now exist or may be amended, pursuant to the following Articles of Incorporation:

**ARTICLE I**

**Name and Address:** The name of this Corporation shall be: PROFESSIONAL WINDOW TINTING, INC. The mailing address for the Corporation is 7385 Bird Road (40th Street), Miami, Florida 33155.

**ARTICLE II**

**Duration:** This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

**ARTICLE III**

**Purpose:** The general nature and purpose of the business to be transacted, promoted and carried on is to do any and all things hereinafter mentioned, as full and to the same effect and extent as natural persons might or could do, viz:

- (a) To Engage in the window tinting business (commercial, marine, automotive and residential), auto security, exporting of film and auto alarms.
- (b) Pursuant to the laws of the State of Florida, to conduct and transact, any and all lawful business.

**ARTICLE IV**

**Capitol Stock:** This Corporation is authorized to issued five thousand (5,000) shares of One Dollar (\$1.00) par value capital common stock which shall be designated "common stock".

**EFFECTIVE DATE**

2/28/95

## **ARTICLE V**

**Designation of Series:** Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner to the full extent provided and permitted by law, all provision of the shares of each series set forth below:

- (a) The distinctive designation of all series and the number of shares which shall constitute such series.
- (b) The redemption price or prices, if any, for the shares of each, any or all series.
- (c) The annual rate of dividends payable on the shares of all series and the time and manner of payment.
- (d) The obligation, if any, of the Corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares.
- (e) The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

## **ARTICLE VII**

**Dividends:** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.

## **ARTICLE VIII**

**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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE IX

**Powers:** This Corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may hereafter be amended, including, but not limited to, the following general powers:

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have 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 in accordance with Florida Statutes Chapter 607.141, as it now exists or may hereafter be amended.
- (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 interest in, or obligations of, other domestic or foregoing corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, states, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates as the Corporation may determine, issue its notes or bonds.
- (i) To lend money for its corporate purposes, invest and re-invest its funds, and take 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 exercises the powers granted by this act within or without this State.
- (k) To elect or appoint officers and agents for the Corporation and define their duties and fix their compensation.

- (l) To make and alter bylaws, not inconsistent with the Articles of Incorporation or with 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 in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its Directors, Officers and employees, and for any or all of the Directors, Officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purpose.

#### **ARTICLE X**

**Initial Board of Directors:** This Corporation shall have two (2) Directors initially. The number of Directors may either be 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 initial Directors of this corporation are:

Carlos M. de Cespedes	7385 Bird Road
President	Miami, Florida 33155
Secretary	
Treasurer	
100% Shares	

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

Carlos de Cespedes                      7385 Bird Road  
Miami, Florida 33155

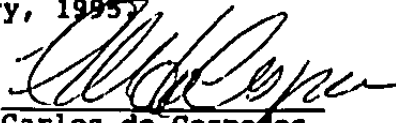
**ARTICLE XI**

**Amendment:** This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XII**

**Initial Registered Office and Agent:** The name and street address of the Initial Registered Office of this Corporation is Carlos de Cespedes, 7385 Bird Road, Miami, Florida 33155. The name of the initial Registered Agent is Carlos de Cespedes. Said Registered Agent shall indicate acceptance of said designation by executing these Articles of Incorporation where indicated.

The undersigned subscriber has executed these Articles of Incorporation this 28 day of February, 1995.

  
Carlos de Cespedes

STATE OF FLORIDA:


: SS

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of February, 1995 by Carlos de Cespedes, on behalf of the Corporation. He is personally known to me and/or has produced a Florida Driver's License as identification and did not take an oath.



OFFICIAL NOTARY SEAL  
N. BAUTISTA

  
Notary Public  
State of Florida

My Commission Expires: COMMISSION NO. 0029088

Personally Known ☐ or Produced I.D. ☒

Type of I.D. Produced: AC 221-113-63-062

**ACCEPTANCE BY REGISTERED AGENT**

I, Carlos de Cespedes, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

  
Carlos de Cespedes

FILED  
65 MAR -1 AM 8:40  
RECORDED & INDEXED  
TALAMON SECTION