

95000003863 350 358-7832 INDUSTRIES, INC. P.O. BOX 11111 MIAMI, FL 33136
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STATE OF FLORIDA
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FROM: ACE INDUSTRIES, INC.
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ARTICLES OF INCORPORATION
OF
SHUTTERS AND SHADES, INC.

We, the undersigned subscribers to these Articles of Incorporation, persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be Shuttters and Shades, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to produce and sell window treatments, shutters, and shades and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, or building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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To purchase the corporate assets of any other corporation and engage in the same or any other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 (One Thousand) shares at \$1.00 (ONE DOLLAR) per value.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than \$1,000.00 (One Thousand) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 1120 Fernlea Drive, West Palm Beach, FL 33417, located in Palm Beach County, Florida. The Board of Directors may from time to time, move the principal office to any other address in Florida.

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ARTICLE VII

Directors

This corporation shall have not less than 4 (four) Directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The names and street addresses of the members of the first Board of Directors are:

<u>Director</u>	<u>Position</u>
John J. Szolacek 1120 Fernlea Drive West Palm Beach, FL 33417	President
Patricia A. Szolacek 1120 Fernlea Drive West Palm Beach, FL 33417	Vice-President Treasurer
Matthew G. Sherman 864 Whippoorwill Row West Palm Beach, FL 33411	Secretary
Carol B. Sherman 864 Whippoorwill Row West Palm Beach, FL 33411	Vice-President
	Vice-President

ARTICLE IX

Subscribers

The names and street addresses of the subscribers of the Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Matthew G. Sherman and Carol B. Sherman as Joint Tenants with the right of survivorship	864 Whippoorwill Row West Palm Beach, FL 33417	80	\$80.00

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John J. Szolscek and Patricia A. Szolscek as Joint Tenants with the right of survivorship 1120 Fernlea Drive West Palm Beach, FL 33417 920 \$920.00

ARTICLE X

Registered Agent

The initial designation of the registered office of this corporation shall be 1120 Fernlea Drive, West Palm Beach, FL 33417, and the registered agent shall be JOHN J. SZOLSCEK.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By [Signature] John J. Szolscek, Registered Agent

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We incorporators above named, have hereunto set our hands and seals this 28 day of March 1995

[Signature] JOHN J. SZOLSCEK

[Signature] PATRICIA A. SZOLSCEK

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Matthew G. Sherman
MATTHEW G. SHERMAN

Carol B. Sherman
CAROL B. SHERMAN

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

FILED
95/17-5 APR 11 1995
SECTION
PALM BEACH COUNTY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN J. SZOLSCEK to me personally known, or who presented as identification Florida driver's license S422-47040-0660 as identification, and who did /did not take an oath, PATRICIA A. SZOLSCEK to me personally known, or who presented as identification Florida driver's license S422-688-44-797 as identification, and who did /did not take an oath, MATTHEW G. SHERMAN to me personally known, or who presented as identification Florida driver's license S655-547-56-366-0 as identification, and who did /did not take an oath, and CAROL B. SHERMAN to me personally known, or who presented as identification Florida driver's license S655-102-56-866 as identification, and who did /did not take an oath, to be the persons described as the subscribers in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 25 day of March, 1995.

Stuart F. Kardin
Notary Public

My Commission Expires:



STUART F. KARDIN
NOTARY PUBLIC
July 30, 1998
ISSUED THROUGH NOTARY PUBLIC UNDERWRITING

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