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May 31, 1995

Sammy Caldwell
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001513498
-06/15/95--01029--007
****122.50 ****122.50

RE: Cape Canvas & Cushion, Inc.

Dear Mr. Caldwell,

Enclosed please find the Articles of Incorporation for the above referenced corporation along with a check for \$122.50 for the filing fee.

If you should have any questions, please do not hesitate to give me a call.

Sincerely,

James M. Moran, P. A.

By: James M. Moran, Esquire

JMM/mw

Dmc
6/12/95

FILED
95 JUN -2 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

CAPE CANVAS & CUSHION, INC.

FILED

95 JUN -2 AM 0102

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is:

CAPE CANVAS & CUSHION, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in all lawful business permitted in the State of Florida including but not limited to bimini tops, covers, cushions, seats, auto interiors, headliners and industry upholstery.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE FIVE
CAPITAL STRUCTURE**

The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will issued and transferred to: 1). Natural persons, 2). (Estates), or 3). (A trust as described in title 26 United States Code Section 1371 defining as a qualified "Small Business Corporation"). In addition, no stock shall be issued or transferred to a non resident alien. All such shares shall be labeled common stock.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1044 NE Pine Island Road, Cape Coral, Lee County, Florida, 33909 and the name of its initial registered agent and such address, is Ray Siegman, 1044 Pine Island Road Cape Coral, Florida 33909.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name, title and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Ray Siegman Chairman of The Board	1044 NE Pine Island Road Cape Coral, Florida 33909

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Ray Siegman Chairman of The Board	1044 NE Pine Island Road Cape Coral, Florida 33909

ARTICLE NINE
OFFICERS

The officers of the corporation shall be a president/secretary of the corporation. The initial officer of the corporation shall be:

NAME	ADDRESS
Ray Siegman President/Secretary	1044 NE Pine Island Road Cape Coral, Florida 33909
Dawn Manley Vice President	1044 NE Pine Island Road Cape Coral, Florida 33909

The stockholders of the corporation upon majority voted shall have the power to adopt, amend or repeal the bylaws or the articles of the corporation. The changes made to said incorporations shall be the exclusive province of the shareholders.

ARTICLE TEN
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in this State is 1044 NE Pine Island Road, Cape Coral, Florida 33909. The principal office and registered office are at the same address.

Executed by Ray Siegman incorporator at Fort Myers, Florida on the 31 day of May, 1995.

Ray Siegman
Ray Siegman
President/Secretary

ACCEPTANCE BY REGISTERED AGENT

Before me appeared this day, Ray Siegman, of 1044 NE Pine Island Road Cape Coral, Lee County, Florida 33909, hereby acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation for CAPE CANVAS & CUSHION, INC. and certifies that the address listed above is a true and correct address for this registered agent.

Ray Siegman
Ray Siegman

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by Ray Siegman, and

_____ he/she is personally known to me, OR

X has produced FL S25573054427 as identification, and

12/95

Notary Public

Commission Number:

OFFICIAL NOTARY SEAL
MARSHA L. WALTERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 221029
MY COMMISSION EXP. SEPT. 1, 1996