

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301 (904) 222-1222
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32301
 TOLL FREE No. 1-800-341-0062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PAID 12/16

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>1412/K</u>	_____	_____	_____

WALK-IN 720 1200
 Will Pick Up _____

RE: Intercontinental

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
Corp. Record Search	5.0000015-121055	
Ltd. Partnership Filing	07/20/95-011021-002	
Foreign Corp. Filing	***122.50	***122.50
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s _____ Copies _____		
Courier Service _____		
Shipping/Handling		
Phone () _____		
Top Priority _____		
Express Mail Prop. _____		
FAX () _____ pgs. _____		
SUBTOTALS _____		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
ROLLERSHADES INTERNATIONAL, INC.,
A Florida Corporation

FILED
JUL 29 1961
CORPORATION
CLERK

Article I
NAME

The name of this Corporation is ROLLERSHADES INTERNATIONAL, INC., a Florida corporation.

Article II
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

Article III
NATURE OF BUSINESS

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

Article IV
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a 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 to the fullest extent permitted by law.
- (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 interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and 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, and other incentive plans for any or 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, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Principal Office and Mailing Address

The principal office address of this corporation shall be 6750 Gulf of Mexico Drive, #158, Longboat Key, FL 34228, and the mailing address shall be P.O. Box 43, Longboat Key, FL 34228.

ARTICLE VI

Capital Stock

This Corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is STEPHANIE A. REINICKE, ESQUIRE.

ARTICLE VIII

Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) director and no more than five (5) Directors. The name and address of the initial

Director of this Corporation who shall serve until her successors are duly elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
JACQUELINE LOUISE CUYLER	6308 Safford Terrace Northport, FL 34287

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHANIE A. REINICKE	1800 Second Street, Ste. 803 Sarasota, Florida 34236

ARTICLE X
Special Provisions

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

ARTICLE XI
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII
Mortgage or Pledge of Assets

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract,

note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

ARTICLE XIII
Preemptive Rights

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

ARTICLE XIV
Removal of Directors

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XV
Amendment

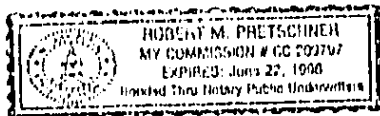
These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 17th day of July, 1995.


STEPHANIE A. RETNICKE

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this
17th day of July, 1995, by STEPHANIE A. REINICKE, who is
personally known to me or who produced _____ as
identification.



Notary Public Signature
Printed Name _____
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

Stephanie A. Reinicke
STEPHANIE A. REINICKE
Registered Agent

FILED
95 JUL 20 AM 11:31
CLERK OF STATE
TALLAHASSEE FLORIDA