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LEWIS W. STONE
SCOTT A. GERKEN

December 29, 1995

MAILING ADDRESS:
POST OFFICE DRAWER 2048
EUSTIS, FLORIDA 32727-2048

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32301

200001676262
-01/03/96--01022--005
****122.50 ****122.50

Re: Above All Windows Fashions, Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of and Acceptance by Registered Agent and certified copy of Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,


Lewis W. Stone

LWS:cck
Enclosures

JAN 8 1996 BSB

EFFECTIVE DATE
1-1-96

FILED
96 JAN -2 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FILED

96 JAN -2 PM 1:47

ABOVE ALL WINDOW FASHIONS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

EFFECTIVE DATE
1-1-96

The name of the corporation is ABOVE ALL WINDOW FASHIONS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual. The effective date of this corporation shall be January 1, 1996.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is to transact any or all lawful business and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

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

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS

The initial street address in Florida of the principal office of the corporation is 105-106 Burns Lane, S.E., Winter Haven, Florida 33884.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - DIRECTORS ADDRESS

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or

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until his successor shall have been elected and qualified is as follows:

NAME	ADDRESS
Jeffre M. Abernathy	717 N. Disston Avenue Tavares, Florida 32778

ARTICLE VIII - INCORPORATORS

The incorporator of this corporation is:

NAME	ADDRESS
Jeffre M. Abernathy	717 N. Disston Avenue Tavares, Florida 32778

ARTICLE IX - REGISTERED AGENT

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the corporation is **JEFFRE M. ABERNATHY**, 717 N. Disston Avenue, Tavares, Florida 32778.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such


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as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ARTICLE XII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these articles of incorporation at Mount Dora, Florida on the 21st day of December, 1995.


JEFFREY M. ABERNATHY
Incorporator

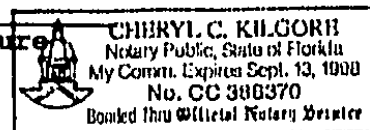
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STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared JEFFRE M. ABERNATHY, who is personally known to me and who is known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Mount Dora in said County and State this 21st day of December, 1995.

Cheryl C. Kilgore
Notary Public Signature
CHERYL C. KILGORE
Notary Printed Signature



My Commission Expires:

DESIGNATION OF RESIDENT AGENT


ABOVE ALL WINDOW FASHIONS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Winter Haven, County of Polk, State of Florida, has and does by these presents name JEFFRE M. ABERNATHY, located at 717 N. Disston Avenue, City of Tavares, County of Lake, State of Florida, as its agent to accept service of process within the State.

Jeffre M. Abernathy (SEAL)
JEFFRE M. ABERNATHY

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ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.


JEFFREY M. ABERNATHY (SEAL)
6 JAN -2 PM 1:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA