

P96000017926

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 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 \$ _____

RE: Rabal G
Design, Inc.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
 _____ Corp. Record Search
 _____ Ltd. Partnership File
☒ Foreign Corp. File
 _____ () Cert. Copy(s)
 _____ Art. of Amend. File
 _____ Dissolution/Withdrawal
 _____ C U B
 _____ Fictitious Name File
 _____ Name Reservation
 _____ Annual Report/Reinstatement
 _____ Reg. Agent Service
 _____ Document Filing
 _____ Corporate Kit
 _____ Vehicle Search
 _____ Driving Record
 _____ Document Retrieval
 _____ UCC 1 or 3 File
 _____ UCC 11 Search
 _____ UCC 11 Retrieval
 _____ File No.'s, _____ Copies
 _____ Courier Service
 _____ Shipping/Handling
 _____ Phone () _____
 _____ Top Priority _____
 _____ Express Mail Prop. _____
 _____ FAX () _____ pgs.

000001723720

-02/26/96-01034-010
 *****70.00 *****70.00

000001723720

-02/26/96-01034-011
 *****52.50 *****52.50

SUBTOTALS

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

RECEIVED
 96 FEB 26 AM 10:08
 DIVISION OF CORPORATION

PLEASE PRINT 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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ BY _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/26 12:00

ARTICLES OF INCORPORATION

- of -

RAHAL GARDNER DESIGN, INC.

FILED

96 FEB 26 PM 1:57

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

ARTICLE I

The name of the Corporation shall be: **RAHAL GARDNER DESIGN, INC.**

The principal place of business of this Corporation shall be 2821 South MacDill Avenue, Tampa, Florida 33629.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is One Thousand (1,000) shares of capital stock with a no par value per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 324 Hyde Park Avenue, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Nancy J. Cass.

ARTICLE VI

The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders in the Corporation.

ARTICLE VII

The name and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

CHARLES GARDNER	2821 MacDill Avenue, Tampa, FL 33629
MICHAEL RAHAL	2821 MacDill Avenue, Tampa, FL 33629
KIMBERLY GUESS	2821 MacDill Avenue, Tampa, FL 33629

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

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 of the shares of stock of this corporation as may be issued for money or any property or services, from

time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

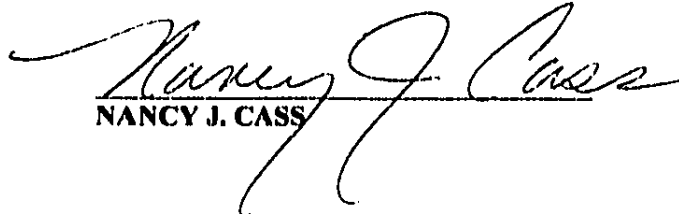
(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (1), (b), and (c) of paragraph 11.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the

Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

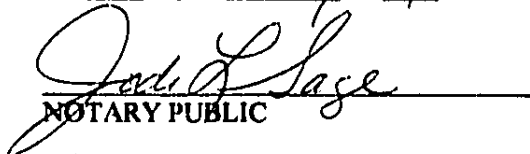
IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 22 day of February, 1996.


NANCY J. CASS

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **NANCY J. CASS**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 22 day of February, 19 96.


NOTARY PUBLIC

My Commission Expires:

4/22/97



JODI SAGE
MY COMMISSION / COMMISSION EXPIRES
April 22, 1997
LOMBARD TRUST COMPANY, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

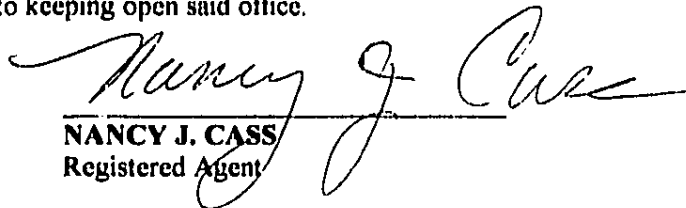
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26 FEB 26 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **RAHAL GARDNER DESIGN, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tampa, State of Florida, has named **Nancy J. Cass**, located at 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 relative to keeping open said office.


NANCY J. CASS
Registered Agent

P96000017426

1201 HAYS STREET
TALLAHASSEE, FL 32310
904-224-1000
904-224-1091 FAX

804-224-8096



96 MAY -8 PM 11:29
DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032
REFERENCE : 941335 157550A
AUTHORIZATION :
COST LIMIT : \$ 35.00

ORDER DATE : May 3, 1996
ORDER TIME : 9:57 AM
ORDER NO. : 941335
CUSTOMER NO: 157550A

CUSTOMER: Ms. Rita D. Taylor
Cass Graham & Fisher, P.a.
Suite 375
324 S. Hyde Park Avenue
Tampa, FL 33606

FILED
96 MAY -8 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
200001815402

DOMESTIC AMENDMENT FILING

NAME: RAHAL GARDNER DESIGNS, INC.

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

4296-9960
NC
6-5



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 9, 1996

CSC NETWORKS
HARRY B. DAVIS
TALLAHASSEE, FL. 32301

SUBJECT: RAHAL GARDNER DESIGN, INC.
Ref. Number: P96000017426

RESUBMIT
Please give original
submission date as file date.

We have received your document for RAHAL GARDNER DESIGN, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 296A00022769

RECEIVED
96 JUN -5 AM 11:35
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RAHAL GARDNER DESIGN, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

ARTICLE I

The name of the Corporation shall be:

MICHAEL'S DOOR, INC.

The principal place of business of this Corporation shall be 2821 South MacDill Avenue, Tampa, Florida 33606.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable

THIRD: The date of each amendment's adoption: April 26, 1996.

FOURTH: Adoption of Amendment(s) (check one)

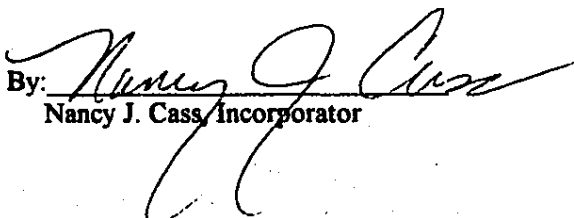
☒ The amendment was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

☐ The amendment was approved by the shareholders through voting groups.

Signed this 3rd day of June, 1996.

MICHAEL'S DOOR, INC.

By: 
Nancy J. Cass, Incorporator

FILED
96 MAY -8 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA