

Sent by:

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03/08/96 11:20AM; JutFax #20; Page 1

3/08/96

FLORIDA DIVISION OF CORPORATIONS

11:07 AM

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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

100 EAST GUYER STREET

TALLAHASSEE, FL 32399

FAX: (904) 222-1000

CONTACT: BARBARA A. DILL

PHONE: (305) 789-3300

FAX: (305) 789-3395

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: V&L WINDOW TINTING, INC.

FAX AUDIT NUMBER: H96000003333

DATE REQUESTED: 03/08/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 11:07:29

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 076077002504

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ENTER SELECTION AND <CR>:

11:10 am

Friday March 8, 1996

To Whom It May Concern:

Please return fax certification to the attention of Marcia K. Cox.

Thank you.

FILED
96 MAR -8 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

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**ARTICLES OF INCORPORATION
OF
V & L WINDOW TINTING, INC.**

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95 MAR -8 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **V & L WINDOW TINTING, INC.** The address of the initial principal office and the mailing address of this corporation is Suite 302, 8649 North West 186th Street, Miami, Florida, 33015.

ARTICLE II - PURPOSE

This corporation is organized for the particular purpose of installing window tinting and window protection films to automobiles, residential and commercial buildings. Further, this corporation may engage in, conduct and transact any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, all of which are to have a par value of Ten Cents (\$0.10) each, currency of the United States of America, per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property or benefit to this corporation, which shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Prepared by: Owen B. Freed
Stearns Weaver Miller
150 W. Flagler Street
Suite 2200
Miami, FL 33130
(305)789-3200

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NameAddress

Owen S. Freed

Suite 2200, 150 West Flagler St.
Miami, Florida, 33130ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIALBOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation are:

NameAddress

Lewis Chisholm

8850 North West 191st Street
Miami, Florida 33015

Victor Batres

8649 North West 186 Street
Miami, Florida 33015

Alexa Chisholm

8850 North West 191st Street
Miami, Florida 33015VIII ARTICLE - OFFICERS

This corporation shall initially have a President, a Vice President, a Secretary and an Assistant Secretary.

It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:
Vice President:
Secretary:
Assistant Secretary:

Lewis Chisholm
Victor Batres
Alexa Chisholm
Owen S. Freed

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IX ARTICLE - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as
Incorporator is:

Name

Address

Owen S. Freed

Suite 2200
150 West Flagler Street
Miami, FL. 33130

ARTICLE X - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the
Board of Directors and the shareholders of this corporation.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or
director of this corporation, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any
provisions now or hereafter contained in these Articles of Incorporation. Any rights which these
Articles may confer upon this corporation may be modified or cancelled by a vote of the
shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 9th day of March, 1996.


Owen S. Freed,
Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of V & L WINDOW TINTING, INC., and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Owen S. Fines,
Registered Agent

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