

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: Windsor-McMullen Corp.

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

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

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE 5/23 _____
TIME 9:30 _____ CK No. _____
BY WJ _____

WALK-IN _____
Will Pick Up _____

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: WINDOWS-N-WALLS CO., INC.
Ref. Number: W96000011033

We have received your document for WINDOWS-N-WALLS CO., INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 496A00025844

DIVISION OF CORPORATIONS

96 MAY 23 PM 3:43

RECEIVED

COPIES
Thank-you Pam

ARTICLES OF INCORPORATION

FOR

WINDOWS-N-WALLS COLLECTIBLES, INC.

FILED
96 MAY 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is **WINDOWS-N-WALLS COLLECTIBLES, INC.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of sales, marketing and management, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

NAME

SHARES

Christopher L. Johnson

500

Gary Mack

500

ARTICLE SIX

The street address of the corporation is 13117 Chets Creek Drive North, Jacksonville, Florida 32224.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2).

The name, address and title of each person who is to serve as a member of the initial board of directors are:

NAME

ADDRESS

Christopher L. Johnson
President/Secretary/Treasurer

13117 Chets Creek Drive North
Jacksonville, Florida 32224

Gary Mack
Vice President

3948 S. 3rd Street #125
Jacksonville Beach, Florida 32250

ARTICLE EIGHT

The name and address of each incorporator are:

NAME

ADDRESS

Christopher L. Johnson
President/Secretary/Treasurer

13117 Chets Creek Drive North
Jacksonville, Florida 32224

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 50% vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 21st day of May, 1990.

WITNESSES:

Justin L. Carnady
Christie L. Youngblood

STATE OF FLORIDA
COUNTY OF ST. JOHNS

INCORPORATOR:

WINDOWS -N- WALLS COLLECTIBLES, INC.

Christopher L. Johnson
BY: Christopher L. Johnson
Its: President

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Christopher L. Johnson, as President of Windows -N- Walls Collectibles, Inc. to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of April, 1996.

Elinor Williams
Notary Public, State of Florida
My Commission Expires:
SEAL



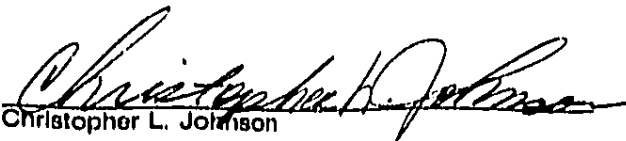
ELINOR WILLIAMSON
Notary Public, State of Florida
My Comm. Exp. Aug. 3, 1997
Comm. No. CC 305264

INITIAL REGISTERED AGENT OF WINDOWS-N-WALLS COLLECTIBLES, INC.

FILED
95 MAY 23 PM 3:00

The address of the initial registered agent of the corporation is 13117 Chats Creek Drive North
Jacksonville, Florida 32224, the name of its initial registered agent at such address is Christopher L.
Johnson.

By his signature below, Christopher L. Johnson accepts designation as registered agent of Windows
-N- Walls Co., Inc.


Christopher L. Johnson