

P96000061334

July 17, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

200001893442
-07/19/96--01045--019
***122.50 - 122.50

Re: Maid in the Shade Inc.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation.

Also enclosed is a personal check # 11824 in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned at: 5371 Kent Road, Venice, FL. 34293

Sincerely,

John F. Wermann
John F. Wermann

Enclosures

96 JUL 19 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

John Wermann
5371 Kent Rd
Venice, FL 34293

Dmc
7-22-96

ARTICLES OF INCORPORATION

OF

MAID IN THE SHADE INC.

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

FILED
96 JUL 19 PM 4:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is: MAID IN THE SHADE INC.

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be: 5371 Kent Road, Venice FL. 34293

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500,000 shares of common stock having a par value of \$.01. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and

nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of 2 director(s), whose name(s) and street address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John F. Wermann	5371 Kent Road, Venice, Fl. 34293
George M. Spagnola Jr.	1220 Angela Maria Road, Sarasota, Fl. 34143

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John F. Wermann	5371 Kent Road, Venice, Fl. 34293

ARTICLE IX - BY-LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge By-Laws as provided in the By-Laws from time to time.

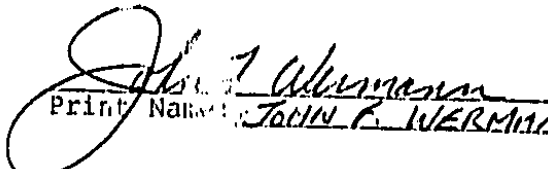
ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named John F. Wermann as its agent to accept service of process within the State. The street address of the initial registered office is 5371 Kent Road, Venice, Florida 34290.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 17 day of July, 1996.



Print Name: JOHN F. WERMANN

STATE OF FLORIDA :

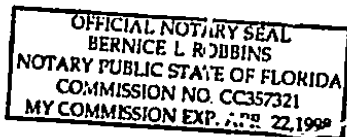
COUNTY OF SARASOTA :

Before me personally appeared John F. Wermann, who is personally known to me or who has produced D/L as identification, and is known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in the county and state named above this 17th day of July, 1996.

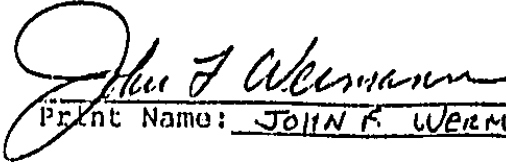

Print Name: Bernice L. Robbins
Notary Public State of Florida at Large

My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of any position as registered agent.


Print Name: JOHN F. WERMANN

FILED
JUL 19 PM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA