

# P96000062811

## 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 \$ \_\_\_\_\_

FILED  
 95 JUL 26 PM 3:19  
 TALLAHASSEE, FL 32301

AL JUL 26 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/26		
TIME	4:00		CK No. _____
BY	DD		

WALK-IN  
 WITH Pick Up \_\_\_\_\_

RE: LAMAGNA DECORATING & DESIGN, INC.

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" 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"/> O U B.		
<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.....	\$ _____
	\$ _____

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

**ARTICLES OF INCORPORATION  
OF  
LAMAGNA DECORATING & DESIGN, INC.**

FILED  
96 JUL 26 PM 3:19  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be LAMAGNA DECORATING & DESIGN, INC. The principal place of business of the corporation shall be 8921-6 North Fork Drive, North Fort Myers, Florida 33903.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is for manufacturing and design work, and to purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock of a par value of \$1.00 per share.

### **ARTICLE IV**

#### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is

already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS DENIED**

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

#### **ARTICLE VI**

##### **TRANSFER OF SHARES**

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said

stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a pro rata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

#### **ARTICLE VII**

##### **PROHIBITION OF TRANSFER OF SHARES**

If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **ARTICLE VIII**

##### **TERM OF EXISTENCE**

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

#### **ARTICLE IX**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 8921 North Fork Drive, North Fort Myers, Florida 33903, and the name of the initial registered agent of this corporation at that address is Gerald R. LaMagna.

#### **ARTICLE X**

##### **DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to

time, by-Laws adopted by the stockholders, but shall never be less than one nor more than three. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald R. LaMagna	8921 North Fork Drive North Fort Myers, Florida 33903

#### ARTICLE XI

##### INCORPORATORS

The name and address of each incorporator of this corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gerald R. LaMagna	8921 North Fork Drive North Fort Myers, Florida 33903	100

#### ARTICLE XII

##### OFFICERS

The officers of this corporation shall be a President/Vice-President, Gerald R. LaMagna, and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders'

meeting, which shall include the election of officers by the Board of Directors.

#### **ARTICLE XIII**

##### **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XIV**

##### **INDEMNIFICATION**

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

#### **ARTICLE XV**

##### **COMPENSATION OF OFFICERS AND DIRECTORS**

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

  
GERALD R. LAMAGNA, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

001

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared GERALD R. LaMAGNA, who is personally known to me (or produced \_\_\_\_\_ as identification) and who did (did not) take an oath, and who acknowledged the he executed the foregoing.

DATED this 24th day of July, 1996.

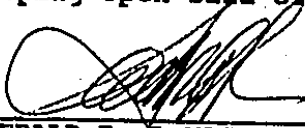
Commission Expiration:

~~~~~  
Kathy M. Nunnally  
Notary Public, State of Florida  
Commission No. CC 328158  
My Commission Expires 12/4/97  
Bonded Through Fla. Notary Service & Bonding Co.  
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Kathy M. Nunnally  
Notary Public, State of Florida  
Commission No. CC 328158  
My Commission Expires 12/4/97  
Bonded Through Fla. Notary Service & Bonding Co.  
~~~~~

**ACKNOWLEDGMENT OF REGISTERED AGENT**

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

  
GERALD R. LaMAGNA  
Registered Agent

FILED  
96 JUL 26 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA