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ACCOUNT NO. : 072100000032

REFERENCE : 398062 7126516

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 122.50

ORDER DATE : May 20, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 398062-005

CUSTOMER NO: 7126516

300002185063--8

CUSTOMER: Stacy Graham, Legal Asst
CHRISTOPHER N. DAVIES, P.A.

Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

DOMESTIC FILING

NAME: FLORIDA SHADE INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
MAY 20 AM 11:18
TALLAHASSEE, FLORIDA

FILED
MAY 20 PM 2:45
TALLAHASSEE, FLORIDA

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MAY 20 1997

ARTICLES OF INCORPORATION
OF
FLORIDA SHADE INTERNATIONAL, INC.

FILED
97 MAY 20 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation executed by the undersigned for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I

The name of this Corporation shall be FLORIDA SHADE INTERNATIONAL, INC., and the initial address of this Corporation shall be 1415 Dean Street, Post Office Box 788, Fort Myers, Florida 33902-0788.

ARTICLE II

The Corporation shall have all of the common law and statutory powers and duties of a corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or Bylaws.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:


<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$10.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors in the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of May, 1997.


CKB Jack, Incorporator

STATE OF FLORIDA)
) §:
COUNTY OF LEE)

The foregoing Articles of Incorporation was acknowledged before me this 19th day of May, 1997, by CKB Jack, who is personally known to me or has produced _____ (type of identification) as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 19th day of May, 1997.


Notary Public

STACY J. GRAHAM
Print Name

My Commission Expires:



Stacy J. Graham
MY COMMISSION # CCS44840 EXPIRES
August 14, 1999
BONDED THRU TROY FARM INSURANCE, INC.

ARTICLE V

The initial registered office of this Corporation shall be at 12601 World Plaza Lane, Suite 2, Fort Myers, Florida 33907, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Christopher N. Davies, Christopher N. Davies, P.A.

ARTICLE VI

This Corporation shall have at least one (1) Director, with the exact number to be fixed by the Bylaws.

ARTICLE VII

The name and address of the first Directors of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

CKB Jack
1415 Dean Street, P.O. Box 788
Fort Myers, Florida 33902-0788

Heather Stewart
1415 Dean Street, P.O. Box 788
Fort Myers, Florida 33902-0788

ARTICLE VIII

The name and address of the Incorporator is CKB Jack, 1415 Dean Street, Post Office Box 788, Fort Myers, Florida 33902-0788.

ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X

This corporation shall indemnify and insure its offices and Directors to the fullest extent permitted by law either now or hereafter.

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

In compliance with the laws of Florida, the following is submitted:

First, that FLORIDA SHADE INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, has named Christopher N. Davies, Christopher N. Davies, P.A., 12601 World Plaza Lane, Suite 2, Fort Myers, Florida 33907, as its statutory Registered Agent.

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



Christopher N. Davies, Registered Agent
Christopher N. Davies, P.A.

Dated: MAY 12, 1997

FILED
97 MAY 20 AM 11:18
TALLAHASSEE, FLORIDA