

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Windcloth, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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✓ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
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____ Vehicle Search _____
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____ UCC 1 or 3 File _____
____ UCC 11 Search _____
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
WINDCLOTH, INC.**

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1.
NAME**

The name of this Corporation shall be: WINDCLOTH, INC.

**ARTICLE 2.
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 3.
PURPOSE FOR EXISTENCE**

The general purposes of which the Corporation is organized are:

1. To conduct and carry out the business of designing, manufacturing and selling the WINDCLOTH and other beach-related products, and all related services related thereto, and to engage in any and all kinds of business in connection therewith.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with such business.
3. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own such real and personal property as the Board of Directors may determine necessary or advantageous for the conduct of the business of the corporation.
4. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish such purpose(s).

**ARTICLE 4.
TERM OF EXISTENCE**

The Corporation shall have perpetual existence, commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

**ARTICLE 5.
AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. Common stock shall be divided into two classes of share, namely 6,500 shares of Class A Common Stock, and 1,000 shares of Class B Common Stock.

Class A and Class B shares of Common Stock shall fully and proportionately share in any profits or losses of the corporation without regard to class. Class B Common Stock shall be NON-VOTING, entitled only to share in the respective profits or losses generated by the operation of the business.

The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE 6.
INITIAL CAPITAL**

The Corporation shall begin business with an initial capital of One Thousand Dollars (\$1,000).

**ARTICLE 7.
PREEMPTIVE RIGHTS**

Each Stockholder of the Corporation subject to any Shareholder Agreement shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof, or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

**ARTICLE 8.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is:

927 Meridian Avenue
Miami Beach, FL 33139

The name of its initial Registered Agent at that address is:

Mr. Stephen K. Anderson
927 Meridian Avenue
Miami Beach, FL 33139

**ARTICLE 9.
INCORPORATORS**

The name and address of each Incorporator and Subscriber to these Articles of Incorporation is:

Mr. Stephen K. Anderson
927 Meridian Avenue
Miami Beach, FL 33139

The incorporator of the Corporation assigns to this corporation his rights under Section 607.161, *Florida Statutes*, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE 10. BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time-to-time, as provided in the By-Laws, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

Mr. Stephen K. Anderson
927 Meridian Avenue
Miami Beach, FL 33139

ARTICLE 11. BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to amendment or repeal by the Directors.

ARTICLE 12. AMENDMENTS TO ARTICLES

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter, or in such other manner as may be provided by law.

The amending process contained in the preceding paragraph may be suspended and amendments at the initiation of the shareholders, and shall be evidenced by the written approval by a majority of the shareholders.

ARTICLE 13. TRANSACTIONS WITH DIRECTORS NOT INVALID

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniary or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Directors of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote there at to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE 14. MISCELLANEOUS PROVISIONS

1. Stockholders Agreements. The Corporation and its shareholders, or the shareholders among themselves, may enter into agreements, voluntarily or

involuntarily, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation, the shareholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Shareholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer or such stock upon the books of the Corporation in violation of such agreements.

2. *Indemnification of Directors and Officers.* The Corporation shall indemnify any Director or Officer, or any former Director or Officer, who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any By-Law, agreement, vote of shareholders, or otherwise.

3. *Directors' Liability.* No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

4. *Reimbursement of Directors.* In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of OCTOBER, 1997.



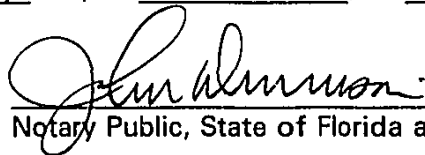
Incorporator/Subscriber

Articles of Incorporation
WINDCLOTH, INC.

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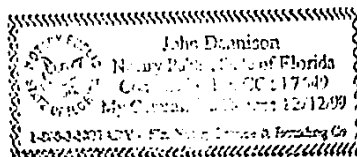
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stephen K. Anderson, being personally known to me or who produced _____ as identification, who set his hand to the foregoing this 14th day of OCTOBER, 1997.



Notary Public, State of Florida at Large

My commission Expires:



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**Certificate Designating Place of Business or Domicile For The Service of Process
Within Florida and Naming Agent
Upon Whom Process May Be Served.**

In Compliance with Section 48.091, Florida Statutes, the Following Is
Submitted:

First--that

WINDCLOTH, INC.

Desiring to Organize or Qualify under the Laws of the State of Florida, with its Principal
Place of Business at

927 Meridian Avenue
Miami Beach, FI 33139

Has Named

Mr. Stephen K. Anderson
927 Meridian Avenue
Miami Beach, FI 33139

As its Agent to Accept Service of Process Within Florida.

SIGNATURE 
(Corporate Officer)

TITLE INCORPORATOR

DATE 10/14/97

Having Been Named to Accept Service of Process for the above Stated
Corporation, at the Place Designated in this Certificate, I Hereby Agree to Act in this
Capacity, and I Further Agree to Comply with the Provisions of All Statutes Relative
to the Proper Performance of My Duties.

SIGNATURE 
(Resident Agent)


DATE 10/14/97

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STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stephen K. Anderson, being personally known to me or who produced _____ as identification, who set his hand to the foregoing this 18 day of OCTOBER, 1991.


Notary Public, State of Florida at Large

My commission Expires:

