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December 31, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32534

500002388125--8  
-01/02/98--01025--003  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

RE: WINDHAM INTERIORS, INC.

500002388125--8  
-01/02/98--01025--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed please find the executed original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check representing the following fees:

Filing fee	\$35.00
Registered agent fee	\$35.00
Total	\$70.00

Additionally, you will find a check in the amount of \$52.50. Please file the enclosed Articles and return a stamped filed certified copy to the undersigned at your earliest convenience.

Do not hesitate to call should you have any questions concerning this matter.

Sincerely,

SHELL, FLEMING, DAVIS & MENGE

  
M. J. Menge

MJM/ckj

Enclosures

FILED  
98 JAN -2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-01-98

98-1-5-98

**ARTICLES OF INCORPORATION OF  
WINDHAM INTERIORS, INC.**

**ARTICLE I. - NAME**

The name of this corporation is WINDHAM INTERIORS, INC.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing on January 1, 1998.

**ARTICLE III. - PURPOSE**

This corporation is organized for the purpose of operating a bed and bath specialty shop and for any and all other business permitted under the laws of the State of Florida.

**ARTICLE IV. - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V. - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

12273 Emerald Coast Parkway, Suite 119  
Destin, Florida 32541

The Board of Directors may change the address from time to time to any other address in the State of Florida.

FILED  
98 JAN -2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
01-01-98

**ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Holiday Isle Towers, Unit 201, 770 Gulf Shore Drive, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is Sandra T. Windham.

**ARTICLE VIII. - INITIAL OFFICERS AND DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Sandra T. Windham  
Holiday Isle Towers, Unit 201  
770 Gulf Shore Drive  
Destin, Florida 32541

**ARTICLE IX. - INCORPORATOR**

The name and address of the person signing these Articles is:

Sandra T. Windham  
Holiday Isle Towers, Unit 201  
770 Gulf Shore Drive  
Destin, Florida 32541

**ARTICLE X. - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI. - RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a

stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

**ARTICLE XII. - INDEMNIFICATION**

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

**ARTICLE XIII. - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of December, 1997.

Sandra T. Windham  
SANDRA T. WINDHAM, Incorporator

STATE OF FLORIDA  
COUNTY OF Escambia

THE FOREGOING INSTRUMENT was acknowledged before me this 31 day of December, 1997, by SANDRA T. WINDHAM.



Veronica Watson  
Notary Public

Personally known ✓  
Produced Identification in the form of \_\_\_\_\_

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Windham Interiors, Inc., at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 12/31/97

Sandra T. Windham  
SANDRA T. WINDHAM

FILED  
98 JAN - 2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-01-98