

P98000008837

LUCIO, MANDLER, CROLAND, BRONSTEIN,  
GARRETT, STIPHANY & MARTINEZ

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

701 BRICKELL AVENUE, SUITE 2000

MIAMI, FLORIDA 33131

TELEPHONE  
(305) 579-0012

TELEFAX  
(305) 579-4722

E-MAIL ADDRESS:  
lucman@ix.netcom.com

January 20, 1998

VIA UPS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
98 JAN 28 AM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Wind-Ow-Man Corp.

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation of the above-referenced corporation. Enclosed is a check in the amount of \$122.50 for filing fees. Please send us a certified copy of the Articles as soon as they are filed.

Sincerely,

*Mayra Collazo*  
Mayra Collazo

MC/apr

Enclosures

H:\LIBRARY\0402.001\SECSTATE\LTR

100002409471--5  
-01/22/98-01113-016  
\*\*\*\*122.50 \*\*\*\*122.50

Mayra GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ADD Suffix  
DATE 1/28/98  
DOC. EXAM. h

W98-1437

MC 1/20/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1998

LUCIO, MANDLER, CROLAND, BRONSTEIN, GARBETT, ET AL.  
701 BRICKELL AVENUE  
SUITE 2000  
MIAMI, FL 33131

SUBJECT: WIND-OW-MAN CORP.  
Ref. Number: W98000001637

We have received your document for WIND-OW-MAN CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 898A00003897

**ARTICLES OF INCORPORATION  
OF  
911 WINDOWS INC.**

**FILED**  
98 JAN 28 AM 2: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name and Address**

The name and address of this corporation is:

911 WINDOWS INC.  
2134 S.W. 138 Avenue  
Miami, Florida 33175

**Article II - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**Article III - Capital Stock**

This corporation is authorized to issue 1000 shares of common stock, par value \$1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

**Article IV - Initial Registered Office and Agent**

The initial registered office of this corporation is:

2134 S.W. 138 Avenue  
Miami, Florida 33175

and the name of the initial registered agent of this corporation at such address is Emilio Collazo.

**Article V - Incorporator**

The name and address of the initial incorporator of this corporation is:

Emilio Collazo  
2134 S.W. 138 Avenue  
Miami, Florida 33175

## **Article VI - Board of Directors**

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. The name and address of the initial directors is:

Emilio Collazo  
2134 S.W. 138 Avenue  
Miami, Florida 33175

Miguel Brito  
2134 S.W. 138 Avenue  
Miami, Florida 33175

## **Article VII - Officers**

The name and address of the initial officers of this corporation, who shall hold such office until her successor for such office shall have been duly elected and qualified, are:

President and Treasurer	Emilio Collazo 2134 S.W. 138 Avenue Miami Florida 33175
----------------------------	---

Vice President and Secretary	Miguel Brito 2134 S.W. 138 Avenue Miami Florida 33175
---------------------------------	---

## **Article VIII - Indemnification**

**Section 1 - Right to Indemnification.** The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

**Section 2 - Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or

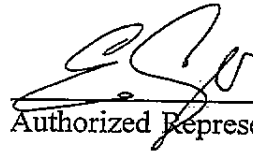
**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for 911 Windows at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1995).

Dated this 26 day of January, 1998.

EMILIO COLLAZO

By:

A handwritten signature in black ink, appearing to be 'EC' followed by a stylized flourish, is written over a horizontal line.

Authorized Representative

proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3 - Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of January, 1998.

  
\_\_\_\_\_  
Emilio Collazo  
Incorporator

FILED  
98 JAN 28 AM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA