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LAW OFFICES OF
GERALD A. MARTIN, ESQUIRE
SUITE 215
1201 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

TELEPHONE: (561) 776-3770
FAX: (561) 776-3772

February 17, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002435393
-02/19/98-01067-0167
*****70.00 *****70.00

Re: **Shutter Outlet, Inc.**

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for the above Corporation, which we are sending for filing with the State of Florida, Division of Corporations. The attached check in the amount of \$70.00 represents the filing fee.

In due course, please return notice of filing to our office, along with a copy of the filed Articles of Incorporation.

If there are any questions or problems, please do not hesitate to contact me.

Sincerely,



Becky Wadsworth, Secretary
Gerald A. Martin, Esquire

:bw

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SHUTTER OUTLET, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby form a corporation for profit under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit;

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

Shutter Outlet, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law. The corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

This Corporation is organized for the purposes of and may engage in or transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE IV

POWERS

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida and all powers necessary or desirable to accomplish the purposes and businesses of the Corporation as hereinabove set forth in Article III.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock, designated as Common Stock. The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any one time shall be 10,000 shares of Common Stock having the par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the Corporation's securities. Further, all outstanding shares of Common Stock shall be identical and shall entitle the Holders thereof to the same rights and privileges.

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial Registered Office of this Corporation in the State of Florida is:

1201 U.S. Highway One
Suite 215
North Palm Beach, FL 33408

and the name of its Initial Registered Agent at such address is:

Gerald A. Martin

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be increased or decreased, from time to time, in the manner provided in the By-Laws of the Corporation.

The names and street addresses of the initial Directors of the Corporation who shall hold office for the first year or until their successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
L. S. Denninger	1900 Harbor City Blvd., Suite 328 Melbourne, FL 32901

with the principal offices of the Corporation being at 1900 Harbor City Blvd., Suite 328, Melbourne, Florida 32901.

ARTICLE VIII

INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Gerald A. Martin	1201 U.S. Highway One, Suite 215 North Palm Beach, FL 33408

ARTICLE IX

AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment thereto. Further, these Articles of Incorporation may be amended by the manner prescribed by the laws of the State of Florida.

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

INDEMNIFICATION

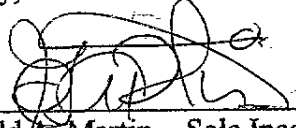
The Corporation shall indemnify, to the full extent permitted by law, the incorporator, any director, officer, employee or agent of the Corporation, or any former director, officer, employee or agent of the Corporation, or any person who at the request of the Corporation was or is serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XII

GENERAL PROVISION

This Corporation shall at the first meeting of the Directors, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations of business and conduct other affairs of the Corporation, in such other provisions as they may determine necessary for creating, guiding, limiting and regulating the powers of the Corporation, the Directors and Stockholders, including provisions governing issuance of stock and stock certificates, provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the sole incorporator hereinbefore named, for the purpose of forming a Corporation for profit pursuant to the General Corporation Act of the State of Florida, does make this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true and, accordingly, has hereunto set his hand this 10th day of February, 1998.



Gerald A. Martin - Sole Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, an officer duly authorized to take acknowledgments and administer oaths in the State and County set forth above, personally appeared GERALD A. MARTIN, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and official seal in the State and County aforesaid, this 10th day of February, 1998.

Notary Stamp:


Notary Public



REBECCA K WADSWORTH
My Commission CC567873
Expires Jun. 26, 2000

CERTIFICATE OF REGISTERED AGENT
OF
SHUTTER OUTLET, INC.

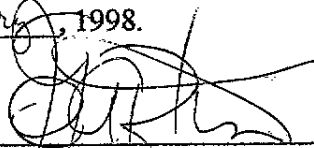
Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Shutter Outlet, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of Incorporation, at the City of Melbourne, Florida, has named Gerald A. Martin, located at 1201 U.S. Highway One, Suite 215, North Palm Beach, FL 33408, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act and the provisions of Chapter 48.091, Florida Statutes, relating to keeping open said office.

Dated this 10th day of February, 1998.



Gerald A. Martin - Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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