500 NE STH AVENUE OGALA, FLORIDA 34470 (352) 732-8080 FAX: (352) 867-5111

PLEASE REPLY TO: POST OFFICE BOX 4885 OCALA, FLORIDA 34478

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******70.00 *****70.00

June 4, 1999

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314-6327

Re: WINDOWS & BEYOND BY SANDY, INC.

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Windows & Beyond By Sandy, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

the Articles of Please return a conformed copy of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

> Trulv Yours.

FUTCH

RWF/kad

Enc.

(check #3877)

ARTICLES OF INCORPORATION of WINDOWS & BEYOND BY SANDY, INC.

ARTICLE I

The name of the corporation is Windows & Beyond By Sandy, Inc.

ARTICLE II DURATION

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

The purpose is to engage in sales and service of window treatments and interior decorating services and any other activities or business permitted under the laws of the United States and Florida.

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office, if known, and the mailing address of the corporation is 6158 S.W. State Road 200, Shops of Jasmine, Suite 204, Ocala, FL 34476.

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

(A) Registered Agent:

R. WILLIAM FUTCH

(B) Registered Office:

500 N.E. 8th Avenue Ocala, FL 34470

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and addresses of the directors of this corporation are:

Sandra L. Scott Luther Scott, Jr. P.O. Box 182 P.O. Box 182 Reddick, FL 32663 Reddick, FL 32663

LaTarisha Smith Demetria Scott 8008 N.W. 31st Avenue 12106 H. Elm Forest Way Gainesville, FL 32606 Fairfax, VA 22204

ARTICLE VIII INCORPORATOR

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

R. WILLIAM FUTCH 500 N.E. 8th Avenue Ocala, FL 34470

ARTICLE IX AMENDMENT OF ARTICLES

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

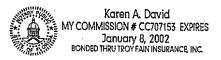
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 400 day of June, 1999.

R. WILLIAM FUTCH

STATE OF FLORIDA) COUNTY OF MARION)

notary public duly authorized to **BEFORE** ΜE, acknowledgements in the state and county set forth above, personally appeared R. WILLIAM FUTCH, known to me and known by me to be the person who executed the foregoing Articles acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this



My Commission Expires: 01/08/02

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §607.325, Fla. Stat.

DATED this day of June, 1999

WILLTAM FUTCH

Registered Agent