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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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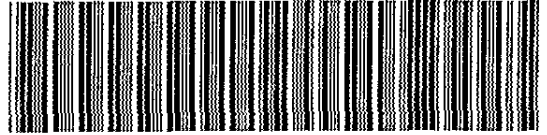
(Business Entity Name)

(Document Number)

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FILED  
2003 JAN -3 AM 10:22  
TALLAHASSEE, FL

1/7/03

Vivian Ciulla  
1424 S.E. 33rd Street  
Cape Coral, Florida 33904  
(239) 540-7030

**FILED**  
2003 JAN -3 AM 10:22  
DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

December 24, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Ciulla Paints, Inc.

Greetings:

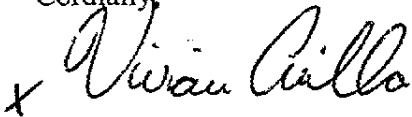
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated and marked with a "X".

- X   A. Articles of Incorporation Filing Fee \$35.00
- X   B. Registered Agent Designation Filing Fee \$35.00
- X   C. Certified copy of Articles of Incorporation \$10.00 (optional)

If the chosen corporate name is unavailable, please call me immediately. Thank you for your cooperation.

Cordially,

x 

Vivian Ciulla

SC/af

Enclosures

**ARTICLES OF INCORPORATION  
OF  
Ciulla Paints, Inc.**

**ARTICLE I. NAME**

The name of this corporation shall be Ciulla Paints, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of the corporation's existence shall be at the time of filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of conduction any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 par shares of common capital stock, at \$1.00 per share par value.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### **ARTICLE V. PREEMPTIVE RIGHTS**

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

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by register or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails to refuse, within such period, to make satisfactory arrangements for the purchases of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death on any shareholder, this corporation shall have the right to purchases any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These shares are held subject to certain transfer  
Restrictions imposed by this corporation's Articles  
of Incorporation, a copy of which is on file at  
this corporation's principal office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on the corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

|                            |                            |
|----------------------------|----------------------------|
| Vivian Ciulla              | 1424 S.E. 33rd Street      |
| President & Treasurer      | Cape Coral , Florida 33904 |
| Paolo Ciulla               | 1424 S.E. 33rd Street      |
| Vice President & Secretary | Cape Coral , Florida 33904 |

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

Articles of Incorporation of  
Ciulla Paints, Inc.

**ARTICLE IX. PERINCIPAL OFFICE & INITIAL REGISTERED OFFICE &  
AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be 1424 S.E. 33rd Street, Cape Coral, Florida 33904.

The name of the individual who shall serve as this corporation's initial registered agent at the address is:

Vivian Ciulla

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's Incorporator is:

Vivian Ciulla

1424 S.E. 33rd Street

Cape Coral, Florida 33904

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

x Vivian Ciulla 12/30/02

Incorporator

Articles of Incorporation on  
Ciulla Paints, Inc.

I hereby accept my designation as resident agent and agree to serve as the resident agent of Ciulla Paints, Inc.

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Ciulla Paints, Inc.

x Vivian Ciulla 12/30/02  
Vivian Ciulla

Registered Agent

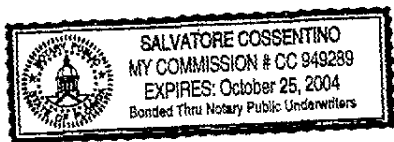
State of Florida

County of Lee

On December 30<sup>th</sup>, 2002 Vivian Ciulla, designated above as the individual who shall serve as the corporations initial registered agent, and the individual, designated above, as the corporation's Incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of Ciulla Paints, Inc.

[Signature]  
Notary Public 12/30/02

Commission Expiration Date:



Articles of Incorporation of  
Ciulla Paints, Inc.

Ciulla Paints, Inc.

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CERTIFICATE OF DESIGNATION

2003 JAN -3 AM 10:22

REGISTERED AGENT/REGISTERED OFFICE TALLAHASSEE FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is:  
Ciulla Paints, Inc.
2. The name and address of the registered agent and office is:  
Vivian Ciulla  
1424 S.E. 33rd Street  
Cape Coral, Florida 33904

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT, AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

December 24, 2002

  
Registered Agent

Registered Agent Filing Fee \$35.00  
REGISTERED AGENT DESIGNATION CERTIFICATE