

COUNSEL:  
Abel I. Batista

*P96000063192*



PANAMERICAN  
LEGAL CENTER  
Abel I. Batista, P.A.

FILED  
96 JUL 25 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 10, 1996

VIA AIRBORNE EXPRESS

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

410107169124124  
07/12/96--01059--000  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Incorporation  
The Professional, Inc.

Dear Sir/Madam:

Enclosed please find two (2) original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 covering the State's filing fee of \$70 and the certified copy fee of \$52.50. Please return a certified copy of the Articles, in the self-addressed stamped envelope enclosed for your convenience.

Please do not hesitate to contact us, should you require any additional information.

Thank you for your assistance.

Very truly yours,

PAN AMERICAN LEGAL CENTER

*[Handwritten Signature]*  
Barbara N. DeVarona

/BNR

Encl.

*189,502,671*  
*m/96-14768*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 15, 1996

BARBARA N. DEVARONA  
PAN AMERICAN LEGAL CENTER  
4211 N.W. 2ND TERRACE  
MIAMI, FL 33126

SUBJECT: THE PROFESSIONAL, INC.  
Ref. Number: W96000014768

*Professional Paint Restoration, Inc.*

We have received your document for THE PROFESSIONAL, INC. 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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 796A00034252

**FILED**  
96 JUL 25 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL PAINT RESTORATION, INC.**

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**  
**NAME**

The name of this corporation is: PROFESSIONAL PAINT RESTORATION, INC.

**ARTICLE TWO**  
**PRINCIPLE ADDRESS**

The principle address of the Corporation is 1845 Southwest 118th Court, Unit 82, Miami, Florida 33175.

**ARTICLE THREE**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE FOUR**  
**PURPOSE**

The CORPORATION may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE FIVE**  
**CAPITAL STOCK**

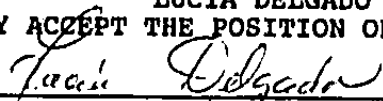
The maximum number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of one dollar and no cents (\$1.00) each.

The consideration for all of the said stock shall be payable in cash, property, real or personal, equipment and materials, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the By-Laws.

**ARTICLE SIX**  
**REGISTERED OFFICE**

The street address of the initial registered office of the corporation shall be: 1845 Southwest 118th Court, Unit 82, Miami, Florida 33175 and the name of the initial Registered Agent at such address is:

LUCIA DELGADO  
I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:

  
\_\_\_\_\_  
Lucia Delgado

**ARTICLE SEVEN**  
**PREEMPTIVE RIGHTS**

The shareholders shall have pre-emptive rights.

**ARTICLE EIGHT**  
**INCORPORATOR**

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

<u>Name:</u>	<u>Address:</u>
Lucia Delgado	1845 Southwest 118th Court, Unit 82 Miami, Florida 33175

**ARTICLE NINE**  
**BY-LAWS**

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

**ARTICLE TEN**  
**CUMULATIVE VOTING**

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE ELEVEN**  
**SHAREHOLDERS QUORUM AND VOTING**

Fifty (50%) percent of the share plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

**ARTICLE TWELVE**  
**INDEMNITY**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

**ARTICLE THIRTEEN**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

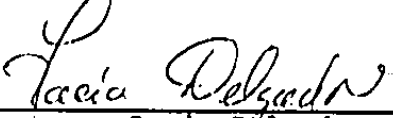
**ARTICLE FOURTEEN**  
**RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE FIFTEEN**  
**AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 9th day of July, 1996.

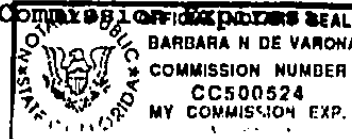
  
\_\_\_\_\_  
Lucia Delgado  
Incorporator

STATE OF FLORIDA)  
                                  <sup>SS</sup>  
COUNTY OF DADE )

On this 9th day of July, 1996, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Lucia Delgado, known to me to be the persons whose name is subscribed to the within instrument, and who produced a Florida Driver's License as identification, and acknowledged that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Dade County, Florida.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires  
  
BARBARA N DE VARONA  
COMMISSION NUMBER  
CC500524  
MY COMMISSION EXP.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
96 JUL 25 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

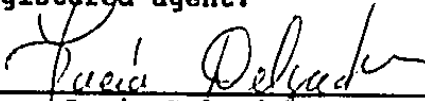
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation of the registered office/registered agent, in the State of Florida.

The name of the corporation is: **THE PROFESSIONAL, INC.**

The name and address of the registered agent and office is:

**Lucia Delgado  
1845 Southwest 118th Court  
Unit 82  
Miami, Florida 33175**

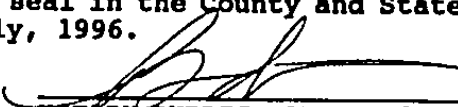
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Lucia Delgado  
July 9, 1996  
\_\_\_\_\_  
Date

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

BEFORE ME, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Lucia Delgado, to me personally known, or having produced a Florida Driver's License as identification, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, on this 9th day of July, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:

