

P96000078129

Jay & Kathleen Himelfarb  
3978 Circle Lake Drive  
West Palm Beach, Florida 33417

September 17, 1996

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

Re: Incorporation of HEAVEN'S COLORS, INC.

Gentlemen:

Enclosed please find Articles of Incorporation together with appropriate filing fee of \$70.00 payable to the "Secretary of State".

After filing, kindly acknowledge receipt.

Very truly yours,

JAY M. HIMELFARB  
KATHLEEN M. HIMELFARB

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER SEP 20 1996

ARTICLES OF INCORPORATION

ARTICLE I - NAME

This name of this corporation is HEAVEN'S COLORS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of One Hundred Dollar (\$100.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The corporation's Principal Office and it's mailing address is:

3978 Circle Lake Drive  
West Palm Beach, Florida 33417

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3978 Circle Lake Drive  
West Palm Beach, Florida 33417

and the name of the initial registered agent of this corporation at that address is:

JAY M. HIMELFARB

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however there shall never be less than one Director nor more than six Directors. The name and addresses of the initial Board of Directors of the corporation are:

JAY M. HIMELFARB  
3978 Circle Lake Drive  
West Palm Beach, Fl. 33417

KATHLEEN M. HIMELFARB  
3978 Circle Lake Drive  
West Palm Beach, Fl. 33417

ARTICLE IX - INCORPORATOR

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

KATHLEEN M. HIMELFARB  
3978 Circle Lake Drive  
West Palm Beach, Fl. 33417

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or former Officer or Director, to the full extent permitted by law.

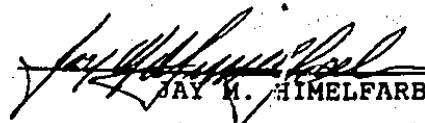
ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of September, 1996.

  
KATHLEEN M. HIMELFARB

IN WITNESS WHEREOF, the undersigned Registered Agent accepts such designation, stating "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation" and has set his hand and seal this said 17th day of September, 1996.

  
JAY M. HIMELFARB

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAY M. HIMELFARB and KATHLEEN M. HIMELFARB, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose expressed therein, at the same time accepting the designation as Registered Agent of the said corporation.

IN WITNESS WHEREOF, I have set my hand and Seal in the State and County above, this 11th day of September, 1996.

*Frances L. Street*  
NOTARY PUBLIC, State of Florida

My Commission expires:



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