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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL,

ACCT#: 076077000521

CONTACT: ANNE MARIE LA FERLA

FAX #: (954)764-4996

PHONE: (954)527-6221

NAME: PAINTGUARD, INC.

AUDIT NUMBER..... 196000016796

DOC TYPE.....FLORIDA PROFIT

CERT. OF STATUS...0 CERT. COPIES.....1 CORPORATION OR P.A.

PAGES..... 3

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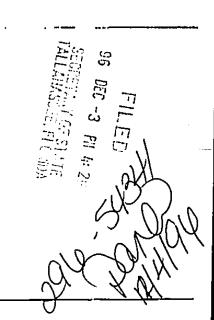
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ARTICLES OF INCORPORATION

OF

PAINTGUARD, INC.



The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Paintguard, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the malling address of this Corporation is 4450 West Sunrise Boulevard, Suite 100, Plantation, Florida 33313.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 200 East Broward Boulevard, 15th Floor, Ft. Lauderdale, Florida 33301 and the initial registered agent of this Corporation at that address shall be David K. Blattner.

H96000016796

Prepared by:

David K. Blattner, Esq., FL Bar #0767387 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301

(305) 764-6660

FTL:193394:1

:15- 3-8e 2:07PM :

SENT BY: RUDEN MCCLOSK

1196000016796

ARTICLE V

INCORPORATOR

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

David K. Blattner 200 East Broward Boulevard, 15th Floor Ft. Lauderdale, Florida 33301

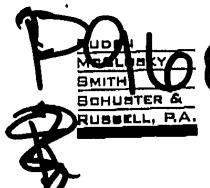
IN WITNESS WHEREOF, I have hereunto subscribed my hand and scal this 27th day of November, 1996.

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607,0505.

Prepared by:

David K. Blattner, Esq., FL Bar #0767387 Ruden McClosky, Et al., P. O. Box 1900 Fort Landardele, Florida 33301 (305) 764-6660

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WRITER'S DIRECT DIAL NUMBER: (954) \$27-2493 E-MAIL: DIEBERUDEN.COM

December 5, 1996

VIA FACSIMILE (904) 922-4000

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

Re:

Paintguard, Inc. (the "Corporation")
Document No. P96000097786

Dear Kelly:

The above captioned Corporation was filed with your offices on December 3, 1996. At the time of filing the address was listed as 4450 West Survise Boulevard, Suite 100, Plantation, Florida 33313. The principal office and mailing address has been relocated to the following:

Paintguard, Inc. 151 N.W. 18th Avenue Delray Beach, Florida 33444

Please have the recently filed records of the Corporation reflect this change. Thank you for your attention to this matter.

Very truly yours,

David K. Blattner,

Incorporator and Registered Agent for Paintguard, Inc.

DKB/aml

FORT LAUDERDALE # MIAMI # NAPLES # ST. PETERSBURG # SARASOTA # TALLAHASSEE # TAMPA