

P99000023953



ACCOUNT NO. : 072100000032

REFERENCE : 168591 9534A

AUTHORIZATION : Patricia Pizitz

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 1999

ORDER TIME : 11:46 AM

ORDER NO. : 168591-005

CUSTOMER NO: 9534A

CUSTOMER: Robert Arlen, Esq.
ROBERT M. ARLEN, P.A.
ROBERT M. ARLEN, P.A.
Suite 200
1501 Corporate Drive
Boynton Beach, FL 33435

700002806477--5

DOMESTIC FILING

NAME: PAINTING WITH PRECISION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

cy 3/15/99

DIVISION OF CORPORATION

99 MAR 15 PM 12:52

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 AM 10:28

EFFECTIVE DATE

3/20/99

ARTICLES OF INCORPORATION
OF
PAINTING WITH PRECISION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 15 AM 10:28

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be PAINTING WITH PRECISION, INC.

ARTICLE II
COMMENCEMENT-DURATION

Corporate existence shall commence March 20, 1999. The duration of PAINTING WITH PRECISION, INC. shall be perpetual.

ARTICLE III
PURPOSE

The general purposes for which PAINTING WITH PRECISION, INC. is organized are:

- A. Residential and Commercial painting.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of PAINTING WITH PRECISION, INC. be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which PAINTING WITH PRECISION, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 2873 Waterford Drive, Deerfield Beach, FL. 33442.

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 1501 Corporate Drive, Suite #200, Boynton Beach, Florida, 33426 and the name of it's initial registered agent at such address is Robert M. Arlen.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of PAINTING WITH PRECISION, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of PAINTING WITH PRECISION, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of PAINTING WITH PRECISION, INC. are as follows;

NAME	Director/President/Secretary/Treasurer
ADDRESS	John E. Degville, Jr.
CITY AND STATE AND ZIP	2873 Waterford Drive North
	Deerfield Beach, FL 33442

**ARTICLE VII
INCORPORATOR**

The Incorporator of PAINTING WITH PRECISION, INC. is Robert M. Arlen whose address is 1501 Corporate Drive, Suite 200, Boynton Beach, Florida 33426.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors

to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of PAINTING WITH PRECISION, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of PAINTING WITH PRECISION, INC. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of PAINTING WITH PRECISION, INC. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of PAINTING WITH PRECISION, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of PAINTING WITH PRECISION, INC. or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLE XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of PAINTING WITH PRECISION, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of PAINTING WITH PRECISION, INC.. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of PAINTING WITH PRECISION, INC. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of PAINTING WITH PRECISION, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of PAINTING WITH PRECISION, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in PAINTING WITH PRECISION, INC.

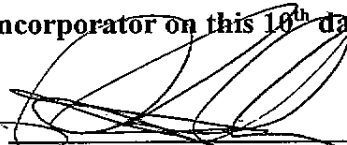
E. The right and power of PAINTING WITH PRECISION, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. The establishment of procedures by which changes in corporate form shall be effected.

G. Any matter which may be described in Florida Statutes Section 607.0732.

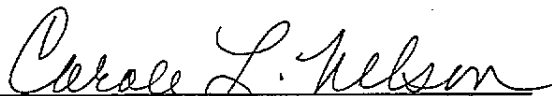
Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. PAINTING WITH PRECISION, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 10th day of March, 1999

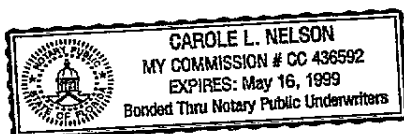

Robert M. Arlen/Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10 day of March, 1999, by Robert M. Arlen, who is personally known to me and who did not take an oath.

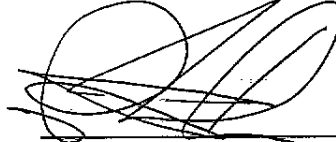

Notary Public *Carole L. Nelson*
State of Florida at Large

Seal and commission
expiration stamp:



ACCEPTANCE OF REGISTERED AGENT

I, **ROBERT M. ARLEN**, having been appointed Registered Agent of **PAINTING WITH PRECISION, INC.**, do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 10th day of March, 1999.



Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 AM 10:28