

P97000033750

TRANSMITTAL LETTER

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

SUBJECT: TOUCH DOWN PAINTING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75
Filing Fee
& Certificate

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-04/14/97--01018--009
*****78.75 *****78.75

FROM: Tony Escarcega
6480 NW 57th Ct.
Ocala, FL 34482
(352) 690-7053

FILED
97 APR 14 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 4/15/97

ARTICLES OF INCORPORATION

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of TOUCH DOWN PAINTING, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be **Touch Down Painting, Inc.**

ARTICLE II PRINCIPAL OFFICE

The mailing address of the principal office of this corporation shall be:

Touch Down Painting, Inc.
6480 NW 57 th Ct.
Ocala, FL 34482

ARTICLE III DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV REGULATION OF CORPORATION

The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

ARTICLE V AMENDMENT OF BYLAWS

The Board of Directors have the sole power to amend the bylaws as provided in the bylaws.

ARTICLE VI BOARD OF DIRECTORS

The number of directors of this corporation shall be fixed by the by-laws. The number of directors constituting the initial Board of Directors of the corporation is two (2).

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Tony Escarcega (President)
6480 NW 57th Ct.
Ocala, FL 34482

Delbert Rowland (vice-president)
13720 SE 36th Ave.
Summerfield, FL 34421

ARTICLE VII SHARES

The total number of shares of capital stock which the corporation has authority to issue is 1000 divided into 500 shares of Class A common stock with a par value of \$.01 and 500 shares of Class B common stock with par value of \$.01.

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ARTICLE VII SHARES (CONTINUED)

The following is a description of each class of stock of the corporation with the preferences, conversions, and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A common stock and the Class B common stock of the corporation shall be identical in all respects.
2. With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A common stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors, and holders of Class B common stock shall have no voting power whatsoever, and no holder of Class B common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.
3. All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquitted in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.
4. Any preemptive rights that are to be granted to the stockholders are as follows:
 - a.) Each shareholder shall be entitled to full preemptive rights, as such rights have heretofore been defined at common law, to purchase for his or her proportionate part of any shares which may be issued at any time by this corporation.
 - b.) Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share and terms upon which such holder intends to make such sale or transfer. The secretary shall, within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholders as the same may appear on the books of this corporation. Within forty days after mailing or delivering these notices to such shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in that notice shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified

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number or numbers of such shares at the price and upon the terms stated in that notice.

- c.) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms and conditions prescribed herein are strictly observed and followed.

ARTICLE VIII INDEMNIFICATION

This corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee, or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tony Escarcega
6480 NW 57th Ct.
Ocala, FL 34482

ARTICLE X INCORPORATORS

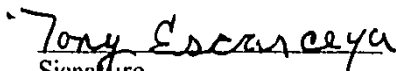
The names and street addresses of the incorporators to these Articles of Incorporation are:

Tony Escarcega
6480 NW 57th Ct.
Ocala, FL 34482

Delbert Rowland
13720 SE 36th Ave.
Summerfield, FL 34421

The undersigned incorporators have executed these Articles of Incorporation this

12 day of April, 19 97.


Signature


Signature

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

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 DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **TOUCH DOWN PAINTING, INC.**
2. The name and address of the registered agent and office is:

**Tony Escarcega
6480 NW 57th Ct.
Ocala, FL 34482**

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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.

Tony Escarcega
(Signature)

April 12, 1997
(Date)