

# A 98000001064



ACCOUNT NO. : 072100000032

REFERENCE : 801766 4656E

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ ~~122.50~~ 140.00

ORDER DATE : April 30, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 801766-005

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL  
Suite 2050  
111 North Orange Avenue  
Orlando, FL 32801

900002506669--8

## DOMESTIC FILING

NAME: PRODEC PAINTS USA, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>	CERTIFIED COPY
Availability		PLAIN STAMPED COPY
		CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Stacy L Earnest	
	DCC	
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

FILED  
98 APR 30 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 APR 30 PM 12:06  
DIVISION OF CORPORATION

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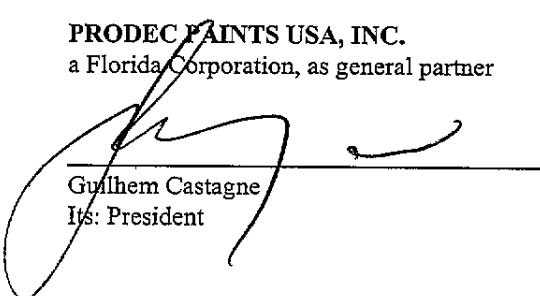
**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PRODEC PAINTS USA, LTD.**

**THE UNDERSIGNED**, constituting the general partner of **PRODEC PAINTS USA, LTD.**, (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. **Name** The name of the Partnership shall be **PRODEC PAINTS USA, LTD.**
2. **Registered Agent** The initial registered office of the Partnership in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent is Corporation Service Company at the above address.
3. **General Partner** The name and address of the general partner of the Partnership is  
Prodec Paints USA, Inc.  
15 Ambleside  
Belleair, FL 33756  
P98000038311
4. **Partnership Address** The office and mailing address for the Partnership shall be 15 Ambleside, Belleair, FL 33756.
5. **Dissolution** The latest date upon which the Partnership will dissolve is December 31, 2048.

**IN WITNESS WHEREOF**, the undersigned does hereby execute this Certificate and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

**PRODEC PAINTS USA, INC.**  
a Florida Corporation, as general partner

  
\_\_\_\_\_  
Guilhem Castagne  
Its: President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, general partner of **PRODEC PAINTS USA, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

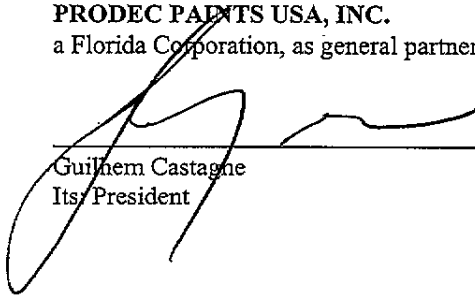
1. The amount of capital contributions of the limited partners is \$ zero.
2. The anticipated amount of the capital contributions of the limited partners will be \$ zero.

Dated this 28 day of April, 1998

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged to be true, to the best of my knowledge and belief.

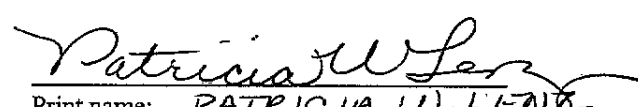
**PRODEC PAINTS USA, INC.**  
a Florida Corporation, as general partner

  
Guilhem Castagne  
Its President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28 day of April, 1998, by Guilhem Castagne, President of Prodec Paints USA, Inc., a Florida corporation, the general partner of the above-referenced Partnership, who is personally known to me or has produced \_\_\_\_\_ as identification.



  
Print name: PATRICIA W. LENZ  
Notary Public, State of FLORIDA  
Commission Number: 528897  
My commission Expires: 3-1-2000

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TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED, as registered agent, appointed in accordance with the foregoing Certificate, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).

*Laura R. Dunlap*

Print Name: Corporation Service Company

Its: Registered Agent, LAURA R. DUNLAP

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA