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**Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

COLOR WHEEL ACQUISITION CORP.

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May 30, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: COLOR WHEEL ACQUISITION CORP.
REF: W06000024636

RESN

5/30/2006

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist

FAX Aud. #: H06000144801
Letter Number: 906A00037430

P.O BOX 6327 - Tallahassee, Florida 32314

H 06000144801-3

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Color Wheel Acquisition Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-4777620
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/27/06 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business transacted in Florida prior to registration.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Color Wheel Acquisition Corp. c/o Professional Paint, Inc., 8600 Park Meadows Drive, #300, Lone Tree, CO, 80126
(Principal office address)

Color Wheel Acquisition Corp. c/o Professional Paint, Inc., 8600 Park Meadows Drive, #300, Lone Tree, CO, 80126
(Current mailing address)

8. Manufacture/distribution/sale of proprietary and third-party branded coatings/paint equipment/sundries/related products
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature] Troy Todd as its agent
(Corporation Service Company)
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Alfredo Achar Tussie (Mr. Tussie is a director - no Chairman has been elected as it is not required under DE law)

Address: Consorcio Comex, S.A. de C.V., Blvd. Manuel Avila Camacho 138, PHG, Col. Lomas de Chapultepec
Mexico City, 11560

Vice Chairman: Marcos Achar Levy (Mr. Levy is a director - no Vice Chairman has been elected as it is not required under DE law)

Address: Consorcio Comex, S.A. de C.V., Blvd. Manuel Avila Camacho 138, PHG, Col. Lomas de Chapultepec
Mexico City, 11560

Director: José Raúl Flores

Address: Consorcio Comex, S.A. de C.V., Blvd. Manuel Avila Camacho 138, PHG, Col. Lomas de Chapultepec
Mexico City, 11560

Director: Marcos Achar Meyohas

Address: Consorcio Comex, S.A. de C.V., Blvd. Manuel Avila Camacho 138, PHG, Col. Lomas de Chapultepec
Mexico City, 11560

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Kent P. Child

Address: Professional Paint, Inc, 8600 Park Meadows Drive, #300
Lone Tree, CO, 80126

Vice President: Daniel M. Colbourne

Address: Professional Paint, Inc, 8600 Park Meadows Drive, #300
Lone Tree, CO, 80126

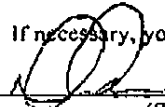
Secretary: Daniel M. Colbourne

Address: Professional Paint, Inc, 8600 Park Meadows Drive, #300

Treasurer: Daniel M. Colbourne

Address: Lone Tree, CO, 80126

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  (Signature of Director or Officer listed in number 12 of the application)

14. Daniel M. Colbourne (Typed or printed name and capacity of person signing application)

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ADDENDUM OF ADDITIONAL DIRECTORS

Director: Kent P. Child

Address: Professional Paint, Inc, 8600 Park Meadows Drive, #300
Lone Tree, CO, 80126

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Delaware

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The First State

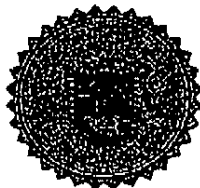
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLOR WHEEL ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COLOR WHEEL ACQUISITION CORP." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4779285

DATE: 05-26-06

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