

HOUGHTON CAPITAL
PARTNERS, LLC

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January 5, 2000

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

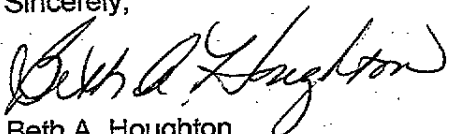
SUBJECT: Walsh Painting and Contracting, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$70.00 filing fee.

Please note that, simultaneously, I am filing on behalf of Kevin Walsh the Application for Registration of Fictitious Name, whereby Walsh changed his fictitious name from "Walsh Painting" to "Walsh Decorative Painting" to allow our formation of this corporation.

I would appreciate your coordination with the Fictitious Name Registration personnel regarding the change of these names.

Sincerely,



Beth A. Houghton
President

BAH/jf

Enclosures

cc: Fictitious Name Registration - w/encs.

FILED
00 JAN 11 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 20 2000

100 Second Avenue South, Suite 605, St. Petersburg, Florida 33701

☎ 727-822-7212 Fax: 727-822-7183 email: bahoughton@mindspring.com

WALSH PAINTING AND CONTRACTING, INC.

ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Walsh Painting and Contracting, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: c/o Beth A. Houghton, 100 Second Avenue South, Suite 605, St. Petersburg, FL 33701.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 (One Thousand).

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Beth A. Houghton
Houghton Capital Partners, LLC
100 Second Avenue South, Suite 605
St. Petersburg, FL 33701

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Kevin Walsh
7826 N. Leewynn Ct.
Sarasota, FL 34240

Kevin E. Walsh
Signature/Incorporator

1/5/2000
Date

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.

Beth A. Houghton
Signature/Registered Agent

1/5/2000
Date