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O'NEILL & O'NEILL SERVICES, INC.
ACCOUNTING, TAX RETURNS & RELATED SERVICES
1009 21ST STREET NORTH
PO BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904-249-3100 FAX 904-249-2111

FEBRUARY 1, 2000

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

ATTENTION: BOBBIE COX

RE: INNOVATIVE COATINGS OF JACKSONVILLE, INC. ATTN: AL

Bobbie - MR. SARNAK is
trying to start a job for
which he must have
occupational license in
this business name.
Could you fax name
confirmation to DUVA Co.
Occupational License Dept
Their fax # is 904-630-
1432.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above reference corporation, and a check in the amount of \$122.50 made payable to The State of Florida Corporate Division.

This is the second choice name about which I spoke with you on the phone Monday, January 31st. I believe you are holding the paperwork for our first choice name, Innovative Coatings, Inc., which can now be discarded.

Please file the Articles for our second choice name and certify and return the copy to us at your earliest convenience. (I believe you are also holding a prepaid overnight mail envelope for return of the certified copy to us.)

We sure do appreciate your assistance in this matter.

Very truly yours,

Karen B. O'Neill
Karen B. O'Neill, President
O'Neill and O'Neill Services, Inc.

KBO/rw
Enclosures
cc Innovative Coatings of Jacksonville, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: INNOVATIVE COATINGS OF JACKSONVILLE, INC., with initial principal offices located at 14750 Beach Blvd #80, Jacksonville, Florida 32250.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of contract painting, and any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Four Hundred (400) shares of stock with the par of One and no one-hundredth dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLES OF INCORPORATION

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Aaron Sarnac	14750 Beach Blvd. #80 Jacksonville, FL 32250
Anna E. Sarnac	14750 Beach Blvd. # 80 Jacksonville, FL 32250

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Aaron Sarnac President & Vice-President	14750 Beach Blvd. #80 Jacksonville, FL 32250
Anna E. Sarnac Secretary & Treasurer	14750 Beach Blvd. # 80 Jacksonville, FL 32250

ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Aaron Sarnac President & Vice-President	14750 Beach Blvd. #80 Jacksonville, FL 32250

ARTICLES OF INCORPORATION

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 1st day of February 2000.



SIGNATURE OF INCORPORATOR
Aaron Sarnac

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that INNOVATIVE COATINGS OF JACKSONVILLE, INC., desiring to qualify under the laws of the State of Florida, with its principal offices located at 14750 Beach Blvd #80, Jacksonville, FL 32250, has named Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250, as its agent to accept service of process within the State of Florida.

Dated: February 1st, 2000

INNOVATIVE COATINGS OF JACKSONVILLE, INC.

BY: [Signature]
AARON SARNAC, PRESIDENT

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Karen B. O'Neill
Karen B. O'Neill, Registered Agent for
INNOVATIVE COATINGS OF
JACKSONVILLE, INC.

FILED
00 FEB -3 AM 7:43
TALLAHASSEE FLORIDA
SECRETARY OF STATE