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PO00000013716

January 27, 2000

Terri Buckley
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

In Re: Paint Systems, Inc.

Dear Terri;

Enclosed please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75) which represents the filing fee in reference to the above.

If you should have any questions, please do not hesitate to contact this office.

Very truly yours,


Jeffrey M. Kirsch, Esquire

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PAINT SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Paint Systems, Inc.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in commercial painting services and any other activity or business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock in this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. EFFECTIVE DATE

The effective date of this corporation is the date in which these articles are filed with the Secretary of State.

ARTICLE V. REDEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII. ADDRESS

The initial street address of the principal office of this corporation shall be 471 SW Curry Street, Port St. Lucie, Florida 34983.

ARTICLE VIII. DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of at least fifty-one percent (51%) of the outstanding shares.

ARTICLES IX. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Shawn Markham
471 SW Curry Street
Port St. Lucie, FL 34983

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles is to be made.


ARTICLE XI. RESTRICTIONS OF TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. This a legend on the share certificates will state that there may be a restriction upon share transfer.

ARTICLE XII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is JEFFREY M. KIRSCH, who registered address is 43 Seminole Street, Stuart, Florida 34994.

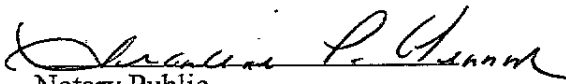
IN WITNESS WHEREOF, we have set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1 day of ~~January~~ ^{February}, 2000.

 (SEAL)

STATE OF FLORIDA)
 :SS
COUNTY OF MARTIN)

The foregoing instrument was sworn to and subscribed to before me this 1 day ~~of January~~ ^{February}, 2000, by Shawn Markham.

(SEAL)



Notary Public
My Commission expires:



ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of PAINT
SYSTEMS, INC.

Dated this 27 day of January, 2000.



JEFFREY M. KIRSCH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA