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CHARLES W. PITTMAN

ATTORNEY AT LAW

400 NORTH TAMPA STREET  
SUITE 1040  
TAMPA, FLORIDA 33602

00 FEB 14 1990  
TEL (813) 223-1372  
FAX (813) 223-1074

February 11, 2000

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-02/14/00--01080--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE  
02-11-00

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

Re: Taipei Coatings, Inc.

Dear Clerk:

I enclose original and one copy of Articles of Incorporation for Taipei Coatings, Inc. for filing. Also enclosed is my check in the amount of \$78.75 to cover the following:

1. Filing fee in the amount of \$35.
2. Certificate of Designation of Registered Agent in the amount of \$35.
3. Certified copy of the Articles in the amount of \$8.75.

Please return the certified copy and filing information to the above address. Thank you.

Sincerely,  
Dictated by Charles W. Pittman  
but signed in his absence to  
avoid delay in mailing.  
Charles W. Pittman

CWP/wlc  
Enclosures

S. Thompson FEB 17 2000

ARTICLES OF INCORPORATION

OF

TAIPEI COATINGS, INC.

EFFECTIVE DATE

02-11-00

00 FEB 14 AM 8:54  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is TAIPEI COATINGS, INC.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of the execution and acknowledgement of these Articles of Incorporation.

ARTICLE III. BUSINESS & POWERS

A. The general nature of the business to be transacted by the Corporation is:

(1) to engage in and maintain a business for the distribution and sale of coatings and paints;

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which

shares shall be common shares of the par value of \$1 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any stockholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such considerations shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

#### **ARTICLE V. PREEMPTIVE RIGHT**

The stockholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 400 North Tampa Street, Suite 1040, Tampa, Florida 33602, and the name of the initial registered agent at that address is Charles W. Pittman.

On formation the mailing address of the Corporation, will be 400 North Tampa Street, Suite 1040, Tampa, Florida 33602.

#### **ARTICLE VII. BOARD OF DIRECTORS**

A. Initial Board of Directors. The sole initial director of the Corporation is:

Charles W. Pittman

400 North Tampa Street  
Suite 1040  
Tampa, Florida 33602

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of stockholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the stockholders. Directors need not be stockholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the stockholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the stockholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

#### ARTICLE VIII. OFFICERS

A. Officers to the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be stockholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified are:

Charles W. Pittman	President and Treasurer
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G. Bernard Wilson	Secretary
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#### ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles is:

Charles W. Pittman

400 North Tampa Street  
Suite 1040  
Tampa, Florida 33602

**ARTICLE X. INDEMNIFICATION**

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation,

its Board of Directors, its stockholders, or to any other person, nor in respect of any matter on which any settlement or compromise is affected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

**ARTICLE XI. MISCELLANEOUS**

A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the stockholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have set my hand and seal this 11 day of February 2000.

  
CHARLES W. PITTMAN

STATE OF FLORIDA )

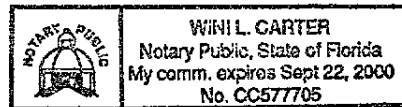
COUNTY OF HILLSBOROUGH )

BEFORE ME, the undersigned authority appeared CHARLES W. PITTMAN, who has produced a Florida Driver's License as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

SWORN TO AND SUBSCRIBED before me this 11 day of February 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission expires:





ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of TAIPEI COATINGS, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. § 48.091, relative to keeping the corporation's registered office open.

  
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CHARLES W. PITTMAN

FEB 14 1954  
00 FEB 14 AM 8:54  
RECEIVED  
FALL ARMY