

O'NEILL & O'NEILL SERVICES, INC.

1009 21ST STREET NORTH
PO BOX 50975
JACKSONVILLE BEACH, FL 32250

Phone 904-249-3100
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P0000000 February 15 2000 19657

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

RE: Name Choice #1: BRUSH & ROLLER WORKS, INC.
Alternate Name Choice: AAA BRUSH & ROLLER WORKS, INC.
Alternate Name Choice: BRUSH & ROLLER WORKS OF FLORIDA, INC.

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.

Please file the Articles and certify and return the copy to us at your earliest convenience.

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****122.50 *****78.75

We 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 Brush & Roller Works, Inc.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
BRUSH & ROLLER WORKS, INC

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: BRUSH & ROLLER WORKS, INC., with initial principal offices located at 11307 River Knoll Drive, Jacksonville, FL 32225.

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 providing painting application and surface treatment services, 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 One hundred (100) shares of stock with the par value 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: Heather L. Edmonds of 4923 Top Royal Lane, Jacksonville, FL 32277.

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

ARTICLE VII - CORPORATE DIRECTORS

This corporation shall have one (1) Director 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
Edward J. Wnorowski	11307 River Knoll Drive Jacksonville, FL 32225

ARTICLE VIII - 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
Edward J. Wnorowski President/Vice-President Secretary/Treasurer	11307 River Knoll Drive Jacksonville, FL 32225

ARTICLE IX - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Edward J. Wnorowski	11307 River Knoll Drive Jacksonville, FL 32225

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - 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 15th day of February 2000.


SIGNATURE OF INCORPORATOR
Edward J. Wnorowski

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 BRUSH & ROLLER WORKS, INC., desiring to qualify under the laws of the State of Florida, with its principal offices located at 11307 River Knoll Drive, Jacksonville, FL 32225, has named Heather L. Edmonds of 4923 Top Royal Lane, Jacksonville, FL 32277, as its agent to accept service of process within the State of Florida.

Dated: February 15th, 2000

BRUSH & ROLLER WORKS, INC.

BY: Edward J. Wnorowski
EDWARD J. WNOROWSKI, PRESIDENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A C C E P T A N C E

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.

Heather L. Edmonds
Heather L. Edmonds, Registered Agent for
BRUSH & ROLLER WORKS, INC.

EXHIBIT "A"