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JANA L. ARMSTRONG

ATTORNEY AT LAW

700 SOUTH ROYAL POINCIANA BOULEVARD, SUITE 502
MIAMI SPRINGS, FLORIDA 33166

Tel: (305) 863-0084
Fax: (305) 863-0046

March 14, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

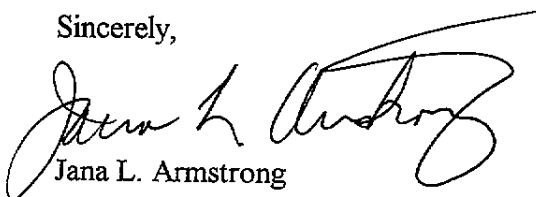
Re: Filing a Florida For-Profit Corporation
EZ Paint, Inc.

Dear Sir or Madam:

I represent the incorporators of the above-referenced proposed corporation. Enclosed is the original and one copy of the Articles of Incorporation and the Certificate of Designation/Registered Agent/Registered Office for the corporation. Please file the Articles and Certificate of Designation and return a certified copy to me in the Federal Express envelope provided. The filing fee of \$78.75 (Articles, \$35; Certificate of Designation, \$35; certified copy, \$8.75) is enclosed.

Please call me if you have any questions.

Sincerely,


Jana L. Armstrong

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 EZ Paint, Inc.

**ARTICLE II
DURATION**

The period of duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

The purposes for which this corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be 2100 W. 76th Street, Suite #411, Hialeah, Florida 33016.

**ARTICLE V
SHARES**

This corporation shall have the authority to issue five hundred (500) shares of stock, in one class only, each with a par value of \$1.00.

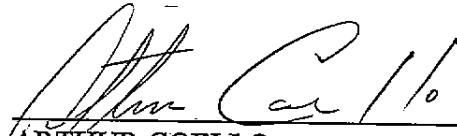
**ARTICLE VI
REGISTERED AGENT**

The street address in Miami-Dade County, Florida of the initial registered office of the corporation and the name of the initial registered agent at such address is:

Jana L. Armstrong, Attorney
700 S. Royal Poinciana Blvd., Suite 502
Miami Springs, Florida 33166

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator(s) has(have) executed these Articles of
Incorporation this 14th day of March, 2000.



ARTHUR COELLO

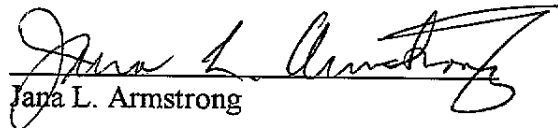
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **EZ Paint, Inc.**
2. The name and address of the registered agent and office is:

Jana L. Armstrong, Attorney
700 S. Royal Poinciana Blvd., Suite 502
Miami Springs, Florida 33166

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.


Jana L. Armstrong

Dated: March 14, 2000

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