



THE UNITED STATES
CORPORATION
COMPANY

P0000036645

00 APR -7 PM 2: 59

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 655301 84107A

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 78.75

ORDER DATE : April 7, 2000

ORDER TIME : 3:36 PM

ORDER NO. : 655301-005

800003200728--0

CUSTOMER NO: 84107A

CUSTOMER: Ms. Anja Depauw
KRAUS & WYNE, P.A.
KRAUS & WYNE, P.A.

1072 Goodlette Road, North
Naples, FL 34102

DOMESTIC FILING

NAME: ~~THE~~ WARNER PAINTING + WATERPROOFING, Inc.
~~CORPORATION~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 APR -7 PM 4:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*W 9397
Ret 4/11/00*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 10, 2000

CSC NETWORKS

SUBJECT: THE WARNER PAINTING CORPORATION
Ref. Number: W00000009397

We have received your document for THE WARNER PAINTING CORPORATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 900A00019497

RESUBMIT

Please give original

to the Division of Corporations

RECEIVED
00 APR 11
DIVISION OF CORPORATIONS
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF**

WARNER PAINTING AND WATERPROOFING, INC.

FILED
00 APR -7 PM 3: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. The Articles of Incorporation of WARNER PAINTING AND WATERPROOFING, INC., shall be as follows:

ARTICLE I

NAME AND ADDRESS - The name of the corporation shall be WARNER PAINTING AND WATERPROOFING, INC. and its principal place of business and mailing address shall be:

1072 Goodlette Road North
Naples, Florida 34102

ARTICLE II

NATURE OF BUSINESS - This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK - The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at \$1.00 par value.

ARTICLE IV

REGISTERED AGENT - The initial registered office of the corporation shall be:

1072 Goodlette Road North
Naples, Florida 34102

and the name of the original registered agent shall be:

Cheryl Kraus Dampier

ARTICLE V

TERM - This corporation is to exist perpetually.

ARTICLE VI

PREEMPTIVE RIGHTS - Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII

SPECIAL PROVISION - The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

ELECTION OF SUBCHAPTER S - This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX

DIRECTORS AND OFFICERS - This corporation shall have three (3) directors initially. The name and street address of the initial board of directors and the offices that they shall hold, who shall hold office for the first year of the corporation's operation, or until a successor is elected or appointed are as follows:

Robert A. Dampier, President
1072 Goodlette Road North
Naples, Florida 34102

Bryan J. Warner, Vice President
1072 Goodlette Road North
Naples, Florida 34102

Cheryl Kraus Dampier, Secretary/Treasurer
1072 Goodlette Road North
Naples, Florida 34102

ARTICLE X

INCORPORATOR - The name and street address of the incorporator to these Articles of Incorporation is:

Cheryl Kraus Dampier
1072 Goodlette Road North
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand on this 6th day of April, 2000.


Cheryl Kraus Dampier
Incorporator

FILED
00 APR -7 PM 3:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

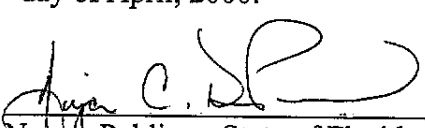
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Cheryl Kraus Dampier, who upon being duly sworn states that she is the incorporator for WARNER PAINTING AND WATERPROOFING, INC. She is personally known to me and did not take an oath.

SWORN TO AND SUBSCRIBED before me this 6th day of April, 2000.



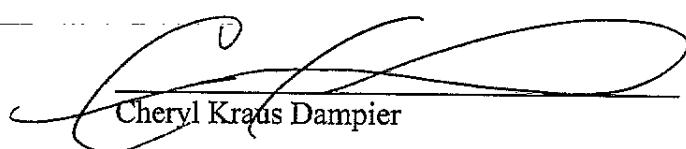
ANJA C DEPAUW
My Commission CC56292 (SEAL)
Expires Jun. 18, 2000


Notary Public - State of Florida

Print name: ANJA C. DEPAUW

My Commission Expires: 06/18/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


Cheryl Kraus Dampier