

TRANSMITTAL LETTER
P00000064042

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900003308949--2
-06/29/00--01062--010
*****78.75 *****78.75

SUBJECT: Bay Paint Technology, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Andre L. Gill

Name (Printed or typed)

1308 Costa Mesa Dr

Address

Wesley Chapel, FL 33573

City, State & Zip

813-907-7125

Daytime Telephone number

FILED
00 JUN 29 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles...

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**ARTICLES OF INCORPORATION
OF
BAY PAINT TECHNOLOGY, INC.**

FILED
00 JUN 29 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FL 32301

The undersigned Incorporator to these Articles of Incorporation does hereby adapt the following articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is BAY PAINT TECHNOLOGY, INC.

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized for the purpose of transacting any and all lawful business or businesses permitted to any corporation under the laws of the State of Florida pursuant to the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE. The address of the principal office of this corporation is 1308 Costa Mesa Dr, Wesley Chapel, FL 33543, which shall also serve as the mailing address of the Corporation.

ARTICLE V - CAPITAL STOCK. The capital stock of this Corporation shall consist of one (1) class to be known as common voting stock. The maximum number of shares of stock authorized to be issued by this Corporation is one million (1,00,000) shares of capital stock of the par value of One Dollar (\$1.00) each, all of which shall have the same rights and privileges.

ARTICLE VI - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation and the name of the individual registered agent of this ANDRE L GILL, 1308 COSTA MESA DR, WESLEY CHAPEL, FL 33543. The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state any other state or country, as may be approved by its Board of Directors.

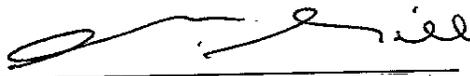
**ARTICLES OF INCORPORATION
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BAY PAINT TECHNOLOGY, INC**

ARTICLE VIII - INITIAL BOARD OF DIRECTORS. This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial Director of this Corporation is ANDRE L GILL, 1308 COSAT MESA DR, WESLEY CHAPEL, FL 33543

ARTICLE IX - INDEMNIFICATION. The Corporation shall indemnify any officer or any director or former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATORS. The name and addresses of the person signing these Articles of Incorporation is: ANDRE L GILL, 1308 COSTA MESA DR, WESLEY CHAPEL, FL 33543

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION OF EVEREADY OFFSET, INC. ON THIS 26th. DAY OF JUNE 2000.



ANDRE L GILL

STATE OF FLORIDA
CITY OF TAMPA

FILED
00 JUN 29 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTRATION OFFICE

Pursuant to the provisions of section 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 BAY PAINT TECHNOLOGY INC
2. The name and address of the registered agent office is: ANDRE L GILL, 1308 COASTA MESA DR, WESLEY CHAPEL, FL 33543

Dated: June 26, 2000



ANDRE L GILL

HAVING BEING NAMED AS REGISTERED AGENT AND TO ACCEPT THE 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 PURSUANT TO SECTION 6007.0505, FLORIDA STATUTES.

Dated: JUNE 26, 2000



ANDRE L GILL