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LAW OFFICES OF

ANTHONY, BERRY & DiRITO

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

MALCOLM ANTHONY
MICHAEL L. BERRY, JR.
VINCENT J. DiRITO

September 25, 2000

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

600003408676--3
-09/28/00--01104--001
*****70.00 *****70.00

Re: Incorporation of USA Coatings, Inc.

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is our law firm check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

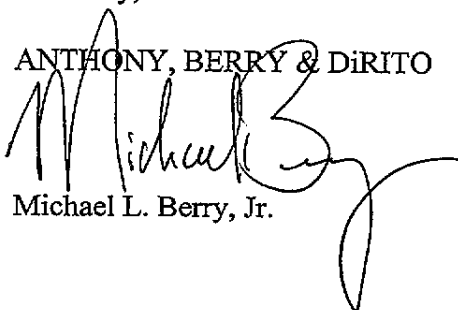
Please send your letter confirming the incorporation to:

USA Coatings, Inc.
c/o Michael L. Berry, Jr., Esq.
Anthony, Berry & DiRito
Four Sawgrass Village, Suite 230
Ponte Vedra Beach, FL 32082

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY & DiRITO


Michael L. Berry, Jr.

MLBJr/jc
Enclosures

FILED
00 SEP 28 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-2
2000

**ARTICLES OF INCORPORATION
OF
USA Coatings, Inc.**

FILED
00 SEP 28 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is USA Coatings, Inc.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing upon September 26, 2000, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 2877 Selma

Street, Jacksonville, FL 32205.

ARTICLE V

Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Preemptive Rights

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

ARTICLE VII

Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Four Sawgrass Village, Suite 205B, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.

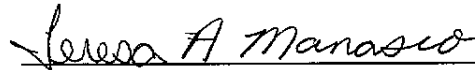
ARTICLE IX

Incorporator

The name and address of the incorporator of this corporation is:

Teresa A. Manasco
2877 Selma Street
Jacksonville, FL 32205

IN WITNESS WHEREOF, the incorporator has executed these Articles on September 26,
2000.


Teresa A. Manasco

USA Coatings, Inc.

APPOINTMENT OF STATUTORY AGENT

The undersigned, USA Coatings, Inc., a Florida corporation, with its principal office in Jacksonville, Duval County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in St. Johns County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 205B, Ponte Vedra Beach, FL 32082.

Dated: September 26, 2000.

USA Coatings, Inc.

By: Teresa A. Manasco
Teresa A. Manasco

FILED
DO SEP 28 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FL 0900

ACCEPTANCE OF APPOINTMENT

TO: USA Coatings, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

September 26, 2000.

Michael L. Berry, Jr.
Michael L. Berry, Jr.