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ROBERT M. DOWNEY
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FLORIDA BAR

ANGELA M. MALLOY
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PATENT AND TRADEMARK
MATTERS

March 20, 2001

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

Re: Articles of Incorporation -
PAINTER'S DREAM, INC.
Our Ref.: CINMG101

FILED
01 MAR 26 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900003909049--4
-03/26/01-01063-031
****122.50 *****78.75

Dear Sirs:

Enclosed please find Articles of Incorporation, in duplicate, to be filed with the State of Florida regarding the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the appropriate filing and certified fees. Please send the certified copy of the Articles to our office in the enclosed, self-addressed envelope.

Kindest regards,

Very truly yours,

ROBERT M. DOWNEY, P.A.


Robert M. Downey

RMD/sk
Encls.

P4 3/29/01 ✓

FILED

ARTICLES OF INCORPORATION

01 MAR 26 PM 4:08

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAINTER'S DREAM, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be PAINTER'S DREAM, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 8647
Via Reale, #2, Boca Raton, FL 33496.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS-DIRECTORS

The name(s) and address(es) of the initial officer(s) and director(s), if any, are:

Michael Biddle - President/Secretary - 8647 Via Reale, #2, Boca Raton, FL

33496

Mary Cinquepalma - Vice President/Treasurer - 8647 Via Reale, #2, Boca Raton,

FL 33496


ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Michael Biddle, 8647 Via Reale, #2, Boca Raton, FL 33496

Mary Cinquepalma, 8647 Via Reale, #2, Boca Raton, FL 33496

The undersigned have executed these Articles of Incorporation this 18 day of March, 2001.


Michael Biddle


Mary Cinquepalma

FILED

01 MAR 26 PM 4:08

STATE OF FLORIDA)
) SS:
COUNTY OF Palm Beach)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED 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/agent, in the State of Florida.

1. The name of the corporation is PAINTER'S DREAM, INC.
2. The name and address of the registered agent and office is: Mary Cinquepalma, 8647 Via Reale, #2, Boca Raton, FL 33496.

Date: 19-Mar-01

Mary Cinquepalma
Mary Cinquepalma
8647 Via Reale, #2
Boca Raton, FL 33496

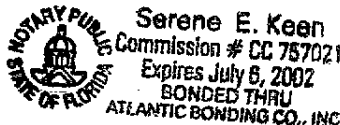
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 19-Mar-01

Mary Cinquepalma
Mary Cinquepalma

Subscribed and sworn to before me
this 19th day of March, 2001.

Serene E. Keen
Notary Public



X Personally known

Produced identification

Type of identification: _____