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TRANSMITTAL LETTER

APPROVED
AND
FILED

02 JAN 22 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: FIELDS' SUPERIOR PAINT CORPORATION

Enclosed is an original and one (1) copy of the Articles of
Incorporation and our check for \$ _____.

FROM:
TYRONE FIELDS
3535 Andrew Ave.
Pensacola, FL 32505

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Signature] 1/22

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ARTICLES OF INCORPORATION

OF

FIELDS' SUPERIOR PAINT CORPORATION

AFFIDAVIT
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: FIELDS' SUPERIOR PAINT CORPORATION.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3535 Andrew Ave., Pensacola, FL. 32505.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100%.

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

TYRONE FIELDS

3535 Andrew Ave.

Pensacola, FL 32505

ARTICLE V INCORPORATORS

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

TYRONE FIELDS - CEO - *Pres*

3535 Andrew Ave.

Pensacola, FL 32505

The undersigned incorporator has executed these Articles of
Incorporation this 22 day of January 2002.

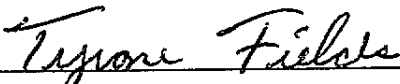
Tyrone Fields
TYRONE FIELDS

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: FIELDS' SUPERIOR PAINT CORPORATION.
2. The name and address of the registered agent and office is:
TYRONE FIELDS
3535 Andrew Ave.
Pensacola, FL 32505

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



TYRONE FIELDS

Date: January 22, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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