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Alfred A. Colby, P.A.

Technology and Business Law

April 29, 2002

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed are restated Articles of Incorporation for Exterior Decorating Online, Inc. and Exterior Decorating, Inc. Also enclosed is a check for \$70.00 which represents filing fees of \$35.00 per incorporation.

Please forward a copy of the restated Articles of Incorporation to this office. If you have additional questions, you may call me.

Sincerely,

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-05/01/02--01059--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

*Stacey S. Catherwood*  
Stacey S. Catherwood,  
Assistant to Alfred A. Colby

Enclosure

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY - 1 PM 2:37

W02-13960

Street Address ■ 625 East Twiggs Street, Suite 102 ■ Tampa, Florida 33602  
Mailing Address ■ Post Office Box 289 ■ Tampa, Florida 33601-0289  
Voice: 813.226.0774 ■ Fax: 813.226.0784 ■ E-mail: acolby@tampatechlaw.com

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TALLAHASSEE, FLORIDA

RESTATED  
ARTICLES OF INCORPORATION  
OF  
EXTERIOR DECORATING ONLINE, INC.

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The undersigned sole Incorporator of Exterior Decorating Online, Inc., hereby executes and acknowledges these Restated Articles of Incorporation pursuant to Section 607.1005, Florida Statutes, for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I  
Name and Principal Office

The name of the corporation shall be Exterior Decorating Online, Inc. The principal office and mailing address of the corporation shall be located at 3134 Oakeller Avenue, Tampa, Florida 33611.

ARTICLE II  
Term of Existence

The corporation shall have perpetual existence, commencing on April 23, 2002.

ARTICLE III  
Purpose

The general purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV  
Powers

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Restated Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

(r) To have and exercise all other powers necessary or convenient to carry out its purposes.

#### ARTICLE V Capital Stock

The corporation is authorized to issue ten thousand hundred (10,500) shares of common voting stock having a par value of one cent (\$.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be non-assessable.

#### ARTICLE VI Registered Office and Agent

The street address of the initial registered office of the corporation shall be 625 East Twiggs Street, Suite 102, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be Alfred A. Colby.

#### ARTICLE VII Directors

The corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII Initial Director

The names and street addresses of the initial director of the corporation, who shall serve until her successor or successors are duly elected and qualified, shall be Kimberly A. Levell, 3134 Oakeller Avenue, Tampa, Florida 33611.

#### ARTICLE IX Transactions with Corporations

No contract or other transaction between the corporation and any other corporation, and no other contract or transaction of the corporation, shall in any way be affected or invalidated by the fact that any director or officer of the corporation has a monetary or other interest in the other corporation, or is a director or officer of the other corporation. Any director or officer may be a member, may be a party to, or may have a be monetary or other interest in any contract or transaction of the corporation, provided that the fact that she is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of the corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

#### ARTICLE X Bylaws

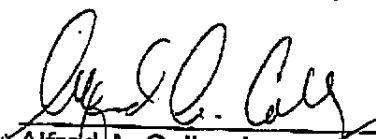
(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Restated Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE XI Amendment

These Restated Articles of Incorporation may be amended in the manner provided by law.

I, Alfred A. Colby, as sole Incorporator of Exterior Decorating Online, Inc., hereby certify that the foregoing constitutes the Restated Articles of Incorporation of the Corporation as adopted in full force and effect as of the 26th day of April, 2002.

  
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Alfred A. Colby, Incorporator / Registered Agent  
ACCEPTED AS REGISTERED AGENT