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SECRETARY OF STATE
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02 MAY - 8 AM 9:43

FLORIDA PROFIT CORPORATION OR P.A.

alexdan paint & decor, inc.

MAY 09 2002

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ARTICLES OF INCORPORATION OF
ALEXDAN PAINT & DECOR, INC.

ARTICLE I - NAME

The name of this Corporation is ALEXDAN PAINT & DECOR, INC.

ARTICLE II- DURATION

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended, and any other activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as

Lane Abraham, Esq.
Abraham & Agnoli, P.A.
1443 South Miami Avenue
Miami, FL 33130 (Bar No: 255938)

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may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is:

14501 North Kendall Drive
Suite H302
Miami, FL 33186

and the initial registered agent of this Corporation at such office is ALEX PLA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE Directors constituting the Initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however there shall never be less than ONE Director nor more than FIVE. The name and address of the initial Board of Directors of the corporation:

ALEX PLA
14501 North Kendall Drive
Suite H302
Miami, FL 33186
President

&

DANIEL IZQUIERDO
14501 North Kendall Drive
Suite H302
Miami, FL 33186
Vice President

&

MARIA CANDAS
14501 North Kendall Drive
Suite H302
Miami, FL 33186
Secretary & Treasurer

Lane Abraham, Esq.
Abraham & Agnoli, P.A.
1443 South Miami Avenue
Miami, FL 33130 (Bar No: 285938)

ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator signing these articles is:

ALEX PLA
14501 North Kendall Drive
Suite H302
Miami, FL 33186

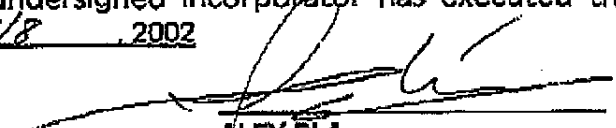
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on 5/8, 2002




ALEX PLA
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALEX PLA, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and HE acknowledged before me that HE executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 8 day of May, 2002.



NOTARY PUBLIC, State of Florida

My Commission Expires:

Lane Abraham, Esq.
Abraham & Agnoli, P.A.
1443 South Miami Avenue
Miami, FL 33130 (Bar No: 235938)

NOTARY PUBLIC - STATE OF FLORIDA
LINDA BENSAT
COMMISSION # 00790003
EXPIRES 12/28/03

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

ALEXDAN PAINT & DECOR, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14501 North Kendall Drive, Ste. H302, Miami, FL 33186, has named:

ALEX PLA
14501 North Kendall Drive
Ste. H302
Miami, FL 33186

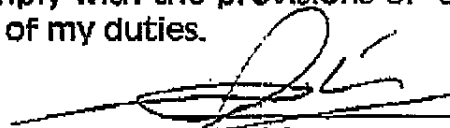
as its agent to accept service of process within Florida.

Dated: May 8, 2002.



ALEX PLA
Director

Having been named to accept service of process for ALEXDAN PAINT & DECOR, INC., at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



ALEX PLA
Registered Agent

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