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CAPITAL CONNECTION, INC.

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ARTICLES OF INCORPORATION **OF**

SECILLAL OF STATE

POPE PAINTING & REMODELING, INC. TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is POPE PAINTING & REMODELING, INC.

ARTICLE II - DURATION

This corporation is to have perpetual existence.

ARTICLE III

The nature of the business of this corporation shall be to engage in any lawful business allowed under the laws of the State of Florida, and shall have all of the powers enumerated under Florida Law.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall consist of one thousand shares of common stock having a nominal or par value of Fifty Cents (\$.50) per share. The whole, or any part of the capital stock of this corporation, shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

ARTICLE V - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is not less than five hundred (\$500.00) dollars.

ARTICLE VI - PREEMPTIVE RIGHTS

The shareholder of the corporation shall have preemptive rights as to any unissued or treasury stock on a pro-rata basis.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation shall be Route 2, Box 356 A-4, Lake City, Florida 32024.

ARTICLE VIII - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is BRUCE POPE, Route 2, Box 356 A-4, Lake City, Florida 32024.

ARTICLE IX - ACCEPTANCE OF REGISTERED AGENT

Hereby the undersigned accepts the designation as Registered Agent for POPE PAINTING & REMODELING, INC.

BRITTE POPE

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall be governed by a Board of Directors, whose membership shall consist of no less than one person nor more than four. The initial board of Directors and her their addresses shall be: BRUCE POPE, Route 2, Box 356 A-4, Lake City, Florida 32024 and GEORGIA POPE, Route 2, Box 356 A-4, Lake City, Florida 32024.

ARTICLE XI – INCORPORATORS

The name and address of the person signing these articles is: BRUCE POPE, Route 2, Box 356 A-4, Lake City, FL 32024.

ARTICLE XII – BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the stockholders.

ARTICLE III – INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this the 27 day of March 2003. WITNESSES:

li M. Blator

STATE OF FLORIDA COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared BRUCE POPE, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid on this and day of march, 2003.

Notary Public

My Commission Expires:

Jody M. Goble

MY COMMISSION # CC965783 EXPIRES
September 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Prepared by: D. TURNER MATTHEWS Attorney at Law 1720 Manatee Avenue West Bradenton, Florida 34205