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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 503463 154297A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigute

ORDER DATE : March 17, 2004

ORDER TIME : 1:15 PM

ORDER NO. : 503463-005

CUSTOMER NO: 154297A

CUSTOMER: Mr. David S. Wainer, Iii
Ford, Miller & Wainer, P.a.

Suite 600
1200 Riverplace Boulevard
Jacksonville, FL 32207

DOMESTIC FILING

NAME: THE P.R. CORPORATION

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY..

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

THE P. R. CORPORATION

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

ARTICLE I - NAME

The name of this Corporation is THE P. R. CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation is 12311 Kensington Lakes Drive, Suite 2604, Jacksonville, Florida 32246.

ARTICLE III - CORPORATE PURPOSES

The purpose of the Corporation is exclusively to operate a Certa ProPainters Ltd., exterior and interior painting franchise pursuant to a Franchise Agreement, as amended or assigned, between the Corporation and Certa ProPainters Ltd.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. The transfer of issued shares of stock is hereby restricted so that Robert L. Scott, II, shall continuously own fifty-one percent (51%) of the issued and outstanding voting shares of the Corporation.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

The officers and directors of this Corporation are as follows:

President: Robert L. Scott, II
Secretary: Phetmany Saysomphou

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is David S. Wainer, III, 1200 Riverplace Boulevard, Suite 600, Jacksonville, Florida 32207.

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ARTICLE VII - INCORPORATOR

The name and street address of the incorporator are David S. Wainer, III, 1200 Riverplace Boulevard, Suite 600, Jacksonville, Florida 32207.

ARTICLE VIII - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.


ARTICLE IX - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

ARTICLE X - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of March, 2004.


David S. Wainer, III, Incorporator

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

Pursuant to the provisions of § 607.0501, Florida Statutes, THE P. R. CORPORATION, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is THE P. R. CORPORATION.
2. The name and address of the registered agent and office are David S. Wainer, III, 1200 Riverplace Boulevard, Suite 600, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, DAVID S. WAINER, III, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: _____

David S. Wainer, III

Date: _____

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