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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA PAINT SURGEONS, INC.

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ARTICLES OF INCORPORATION**OF****FLORIDA PAINT SURGEONS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be FLORIDA PAINT SURGEONS, INC. The address of the principal office of this corporation shall be 10851 King Bay Drive, Boca Raton, Florida 33498 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having ten (\$.10) cent par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3107 Stirling Road, Suite 105, Ft. Lauderdale, Florida 33312, and the name of the initial

This document was prepared by:
Barry S. Schinder, Esq.
3107 Stirling Road, Suite 105
Ft. Lauderdale, Florida 33312
(954) 985-8800
Florida Bar# 039527

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registered agent of the corporation at that address is Barry S. Schinder.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The number of Directors may at any time and from time to time be increased or decreased by action of either the shareholders or the Board of Directors, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The name and street address of the initial member of the Board of Directors are:

Lisa Caricato 10851 King Bay Drive, Boca Raton, Florida 33498

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any director, officer, employee or incorporator, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director, officer, employee or incorporator, except in relation to matters as to which he

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or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, employee or incorporator the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was in the interests of the Corporation that such settlement be made and that such director, officer, employee or incorporator was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, employee or incorporator may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Barry S. Schinder, Esq., 3107 Stirling Road, Suite 105, Ft. Lauderdale, Florida 33312.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 27th day of October, 2004.

W:\Caricato\Florida Paint Surgeons Inc\ARTOPINC



BARRY S. SCHINDER, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR
FLORIDA PAINT SURGEONS, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That FLORIDA PAINT SURGEONS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Barry S. Schinder, located at 3107 Stirling Road, Suite 105, Ft. Lauderdale, Florida 33312, as agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

BARRY S. SCHINDER
Registered Agent

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