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TRANSMITTAL LETTER

January 14, 2005

**Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314**

SUBJECT: PAINT, PAINT & MORE PAINT, INC.

Enclosed are an original and two (2) copies of the articles of incorporation for PAINT, PAINT & MORE PAINT, INC.

\$87.50 is enclosed for the filing fee, certified copy & certificate.

**FROM: Tracey S. Spruill
3237 Fox Squirrel Drive
Orange Park, Florida 32073
(904) 579-7057**

RECEIVED
JAN 19 2005
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAINT, PAINT & MORE PAINT, INC.

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 the corporation shall be: **PAINT, PAINT & MORE PAINT, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3237 Fox Squirrel Drive, Orange Park, Florida 32073.

ARTICLE III: EXISTENCE AND DURATION

This corporation shall exist perpetually commencing on January 14, 2005.

ARTICLE IV: PURPOSE

This corporation is organized with the general powers named in Chapter 607, Florida Statutes, currently in effect or as amended, to include but not limited to the right:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

ARTICLE V: SHARES/CAPITAL STOCK

The aggregate number of authorized shares of stock this corporation is authorized to have outstanding at any one time is 100,000 shares of ONE CENT (\$0.01) par value common stock, which shall be designated "Common Shares".

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Tracey S. Spruill. The address of the initial registered agent is 3237 Fox Squirrel Drive, Orange Park, Florida 32073.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

- (1) Tracey S. Spruill, 3237 Fox Squirrel Drive, Orange Park, Florida 32073

ARTICLE VIII: INCORPORATOR

The name, signature, and street address of the incorporator to these Articles of Incorporation is

Tracey S. Spruill, 3237 Fox Squirrel Drive, Orange Park, Florida 32073.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this

14 day of Jan, 2005.
Tracey S. Spruill
Tracey S. Spruill

STATE OF FLORIDA

COUNTY OF CLAY

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Tracey S. Spruill to me and known by me to be the person who executed the foregoing Articles of Incorporation.

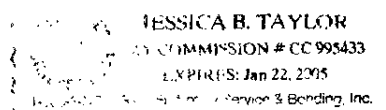
IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 14th day of January, 2005.

Jessica B. Taylor
Notary Public - State of Florida at Large

Address:

8430 Blundins Blvd.
JAX, FL 32244

My commission expires:



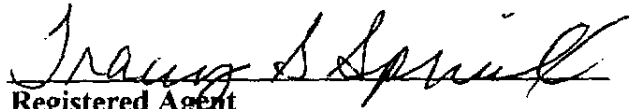
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

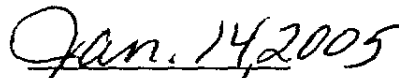
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **PAINT, PAINT & MORE PAINT, INC.**
2. The name and address of the registered agent and office is:

**Tracey S. Spruill
3237 Fox Squirrel Drive
Orange Park, Florida 32073**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent


Date

RECEIVED
JAN 16 2005
STATE
OF FLORIDA