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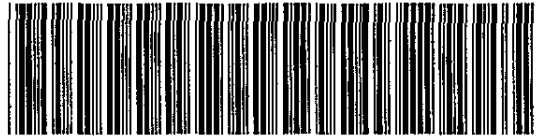
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3-2-05

CHARLES HALL & ASSOCIATES, PA

Professional Tax & Accounting Services

Phone: 904-829-6533

P.O. Box 4050, St. Augustine, Florida 32085-4050

Fax: 904-829-9470

Charles E. Hall, PhD, EA, CTP
Former IRS Revenue Officer

Lisa A. Rangnow
Tax Preparer

Secretary of State
Division of Corporations
Post office Box 6327
Tallahassee, Florida 32314

Re: POPS PAINTING & DECORATING, INC

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with an acknowledgement of its filings via a certified copy to be mailed to our offices.

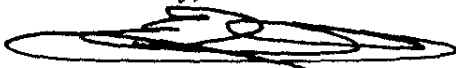
You will note that Article V of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Enclosed is my trust fund check payable to the Secretary of State – Division of Corporations in the amount of \$ 78.75 which is in payment of the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording of this Corporation, I remain,

Sincerely,



Charles E. Hall, PhD
Enrolled Agent
Certified Tax Professional

**ARTICLES OF INCORPORATION
OF
POP'S PAINTING & DECORATING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 FEB 28 PM 4:10

The undersigned, a natural person or persons competent to contract, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby make, acknowledge and file in the Office of the Secretary of State of Florida the following Articles of Incorporation.

ARTICLE I NAME AND ADDRESS:

The name of the corporation is POP'S PAINTING & DECORATING, INC. and its address is 255 Villa Verda Road, St. Augustine, Florida 32080.

ARTICLE II DURATION:

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III PURPOSE:

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact business and for which corporations may be incorporated under the Florida General Corporation Act
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable for the purposes of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK:

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of the Corporation is 77 Almeria Street, St. Augustine, Florida 32084 with a mailing address of Post Office Box 4050, St. Augustine, Florida 32085-4050, and the name of its initial registered agent at that address is Charles E. Hall.

ARTICLE VI INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors is three (4). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

William E Bunting Jr	Mary Ellen Duncan	Tom Kelley Ford	Eric Lee Brougham
28 Fountain of Youth Blvd	271 Cubbedge Road	255 Villa Verda Rd	35 Shady Lane North
St Augustine, Fl 32086	St Augustine, Fl 32080	St Augustine, Fl 32080	Palm Coast, Fl 32127

ARTICLE VII INCORPORATORS:

The name and address of each Incorporator is as follows:

Eric Lee Brougham
35 Shady Lane North
Palm Coast, Florida 32127

ARTICLE VIII BY-LAW AMENDMENT:

The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX INDEMNIFICATION:

The Corporation shall indemnify any officer, incorporator or director, or any former officer, incorporator or director, to the full extent permitted by law. In addition, and not by way of limitation of the foregoing, this corporation shall have the power, at its sole discretion to purchase and maintain insurance on behalf of any person who is or was service at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this corporation would have the authority to indemnify him or her against such liability under the provisions of the Articles, or

under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification as they may deem proper. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer or stockholder may be entitled to as a matter of law or otherwise.

ARTICLE X INFORMAL ACTION OF DIRECTORS:

If all directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI AMENDMENT OF ARTICLES:

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

ARTICLE XII PRE-EMPTIVE RIGHTS:

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this Corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from the Corporation.

**ARTICLE XIII MANAGEMENT OF CORPORATION BY
SHAREHOLDERS:**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE XIV OFFICERS:

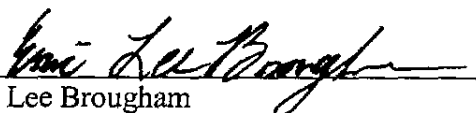
The officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

Mary Ellen Duncan
271 Cubbedge Road
St Augustine, Fl 32080
Secretary

Tom Kelley Ford
255 Villa Verda Rd
St Augustine, Fl 32080
Vice-President

Eric Lee Brougham
35 Shady Lane North
Palm Coast, Fl 32127
President

IN WITNESS WHEREOF, the undersigned incorporator (s) have executed these Articles of Incorporation this the 24 day of February, 2005.


Eric Lee Brougham

STATE OF FLORIDA

SS:

COUNTY OF ST JOHNS

Before me, the undersigned authority, personally appeared Eric Lee Brougham, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

WITNESS my hand and seal this the 24 day of February, 2005.



Notary Public in and for the
State of Florida, at Large



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 FEB 28 PM 4:11

Pursuant to the provision of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

1. The name of the Corporation is:

POP'S PAINTING & DECORATING, INC.

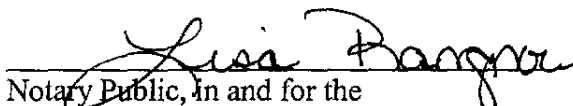
2. The name and address of the Registered Agent and Office is:

**Charles E. Hall
77 Almeria Street, Post Office Box 4050
St. Augustine, Florida 32084**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the individual herein identified hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The individual further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and will accept the obligations of its position as Registered Agent.


Charles E. Hall
Registered Agent

SWORN TO BEFORE ME and subscribed in my presence this the 24 day of February, 2005.


Notary Public, in and for the
State of Florida, At Large

