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# Prosperity Accounting & Consulting, Inc.

December 29, 2005

Doris Brown  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: All Pro Painting ICR, Inc.**

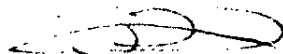
Dear Ms. Brown:

Enclosed please find a check in the amount of \$78.75, (\$35.00) for filing fees, (\$35.00) for Registered Agent Designation and (\$8.75) for a Certified copy of the application for the above named corporation.

Also enclosed are two (2) sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call at 407-461-5505.

Very truly yours,



Thomas Forsyth

TFF/lac

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
All Pro Painting ICR, Inc.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be "All Pro Painting ICR, Inc.", whose principal office shall be located at 3512 Lake Erie Rd, Groveland, FL 34736

**ARTICLE II**  
**COMMENCEMENT & DURATION OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of these Articles with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business as allowed by the State of Florida or any other State or Country as its' Board of Directors sees fit. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

- (a) To engage in every phase and aspect of the industrial, commercial, residential painting and construction industry and any and all other related products and services.

- (b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (e) To lend money to, and use its credit to assist, its officers and employees as the Board of Directors sees fit, by unanimous vote.
- (f) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof..
- (h) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by

it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

- (i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation's Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and or pledge of all or any of its property, franchises, and income or interest therein.
- (j) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (k) To open and maintain single or multiple bank accounts for the purpose of operating the corporation.
- (l) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (m) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.
- (n) To elect or appoint officers and agents and define their duties and fix their compensation.
- (o) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (p) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.
- (q) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- (r) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

- (s) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock option plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (t) To provide, pay for, or reimburse health insurance expenses for its directors, officers, registered agent, or employees.
- (u) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his/her death shares of its stock owned by the director, officer, employee, or shareholder or by the spouse or children of the director, officer, employee, or shareholder.
- (v) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, LLC, partnership, limited partnership, joint venture, trust, or other enterprise.
- (w) To have and exercise all powers necessary or convenient to effect its general purpose.

#### **ARTICLE IV** **CAPITAL STOCK**

1. **Number and Class of Shares Authorized: Par Value.**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
<b>100,000</b>	<b>\$1.00</b>	<b>Common</b>

The consideration for all of the above stock shall be payable in cash or, in lieu of cash, property (tangible and intangible), labor or services (past, present or future), and at a just valuation to be fixed solely by the Board of Directors of the Corporation.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance upon any particular shareholder(s), to purchase his/her pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

4. Additional Issuance of Stock

The Board of Director(s) of the Corporation may authorize issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5. Unissued Stock

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

6. Redemption of Shares.

The Corporation may acquire its own shares and, upon full payment by the Corporation of the consideration to be paid for the shares, the shares so acquired shall constitute authorized but unissued shares of the same class, but undesignated as to series. Until such time as full payment for the redeemed shares

has been made, however, the shares shall be held in escrow by the Secretary of the Corporation and shall constitute issued and outstanding shares.

7. Shareholders' Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 3512 Lake Erie Rd, Groveland, FL 34736, and the initial registered agent of the Corporation at that address shall be Chris G. Birchfield. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The name(s) and street address(es) of the initial director(s) of this Corporation is/are:

CEO	CIO	COO
Chris E. Birchfield	Chris G. Birchfield	Clifton K. Birchfield
3512 Lake Erie Rd	3341 Griffin Terrace	3700 Lake Erie Rd
Groveland, FL 34736	Smyrna, GA 30082	Groveland, FL 34736

Any Director(s) may be removed with or without cause by a majority vote of the Board of Director(s), except that any such Director removed shall be entitled to have his/her shares of stock in the Corporation, if any exist, purchased by the Corporation for their fair market value, based upon the valuation of the company's assets, as determined by an independent audit or by mutual agreement of ALL Directors, including the Director to be removed.



**ARTICLE VII**  
**INITIAL OFFICERS**

This Corporation shall have three (3) officer(s) initially. The number of officers may be either increased or diminished from time to time as provided in the bylaws. The name(s), position(s) and street address(es) of the initial officer(s) of this Corporation is/are:

President  
Chris E. Birchfield  
3512 Lake Erie Rd  
Groveland, FL 34736

Treasure & Vice President  
Chris G. Birchfield  
3341 Griffin Terrace  
Smyrna, GA 30082

Secretary  
Clifton K. Birchfield  
3700 Lake Erie Rd  
Groveland, FL 34736

Any Officer(s) may be removed with or without cause by a majority vote of the Board of Director(s), except that any such officer removed shall be entitled to have his/her shares of stock in the Corporation, if any exist, purchased by the Corporation for their fair market value, based upon the valuation of the company's assets, as determined by an independent audit or by mutual agreement of ALL Directors.

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the person signing these Articles as Incorporator is:

Chris G. Birchfield  
3341 Griffin Terrace  
Smyrna, GA 30082

**ARTICLE IX**  
**BYLAWS**

Except as otherwise provided by law, this corporation reserves the right and power to amend, adopt, alter or repeal any provision contained in theses articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the bylaws shall be vested solely in the Board of Director(s)

**ARTICLE X**  
**INDEMNIFICATION**

In addition to any and all rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent possible under law.

**ARTICLE XI**  
**CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such a director or officer of such other corporation, or not so interested.


**ARTICLE XII**  
**LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the directors, officers, agent or shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XIII**  
**HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto sets his hand and seal this 29th day of December, 2005, A.D..

 (SEAL)  
Chris G. Birchfield

STATE of FLORIDA  
COUNTY OF Seminole :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Chris G. Birchfield, who is personally known to me or provided positive identification in the form of a valid drivers license issued by the State of Florida, number 042286918, who, after first being duly sworn by me, deposes and states that he is the person named in the above and forgoing, "Articles of Incorporation", he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

  
Chris G. Birchfield

SWORN and SUBSCRIBED to before me this 29th day of December 2005, A.D.

\_\_\_\_\_  
Notary Public, State of Florida  
AT LARGE

My Commission Expires: (N.P. Seal)

**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

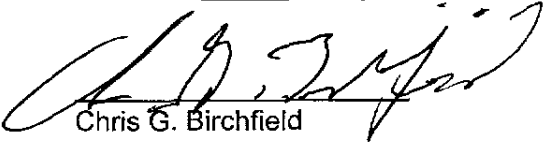
In compliance with Section 48.091, Florida Statutes, the following is submitted:

All Pro Painting ICR, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 3512 Lake Erie Rd, Groveland, FL 34736, whose mailing address is the same, has named and designated Chris G. Birchfield as its Registered Agent to accept service of process within the State of Florida..

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of December, 2005, A.D.



Chris G. Birchfield  
Registered Agent

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