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SECRETARY OF STATE

T. Euron WAR 1. 2006

GARY D. GLASS/DESS F. OLIVER 4723 EDISON AVENUE JACKSONVILLE, FLORIDA 32205 904-388-6620

1 February 2006

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Fl. 32399

Attn: New Filing

RE: USA Powders Inc. Incorporation Filing

Enclosed are one original and one copy of the Articles of Incorporation for a new corporation titled "USA Powders Inc." You will also find enclosed a check for 78.75 to cover the initial filing fee and certificate cost for this corporation.

If there are any questions regarding the filing of these Articles of Incorporation or setting up the corporation, I can be reached during the day at the above phone number. Thank you for your earliest response.

Sincerely.

Gary D. Glass

Dess F. Oliver

Enc. As noted

ARTICLES OF INCORPORATION

I, the undersigned, as a proper person acting as an incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

First

The name of the corporation will be USA Powders, Inc.

Second

The period of is duration is in perpetuity.

Third

The purpose of the corporation is to conduct business as a distributor of powder coating products.

Fourth

The aggregate number of authorized shares is: 1,000 shares class "A" common voting stock.

Fifth

The corporation will not commence business until at least 100.00 dollars has been received by it as consideration for the issuance of shares.

Sixth

Cumulative voting shares of stock, 1,000 authorized.

Seventh

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are none.

Eighth

Provisions for regulating the internal affairs of the corporation are that shareholders will regulate the internal affairs of the corporation.

Ninth

The address of the initial registered office of the corporation is 4723 Edison Avenue,

Jacksonville, FL 32205 and the name of its initial registered agent at such address

D. Glass.

I certify that I am familiar with and accept the responsibilities of registered age

Gary D. Glass

Signature:

Tenth

The address of the principal place of business is 4723 Edison Avenue, Jacksonville, FL 32205.

Eleventh

The number of directors constituting the initial board of directors of the corporation are three, and the name and address of the persons who will serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Gary D. Glass (Title: PD) 1284 Hamilton Avenue Jacksonville, FL 32205 DeSaussure F. Oliver, III (Title: VD) 2124 Myra Street

Jacksonville, FL 32204

Susan L. Oliver (Title: TSD)

2124 Myra Street

Jacksonville, FL 32204

Twelfth

The name and address of the incorporator is:

Gary D. Glass 1284 Hamilton Avenue Jacksonville, FL 32205

In Witness Whereof, the following incorporator has signed these Articles of Incorporation, read the foregoing, affirm and believe all statements to be true and subscribe and swear to this before the listed notary.

Printed Name Gary D. Glass	Signature Va. III	Date 2/16/06
State of Florida County of Duval	Date of Acknowledgment:	2/6/06

On this date before me, a Notary Public, personally appeared Gary D. Glass who is known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that they executed the same.

Signature of Notary Public

Notary Expiration Date: