

WARWICK, BURNS, SEVERSON & BANISTER, P.A.

LAWYERS

140 ROYAL PALM WAY

P.O. BOX 2735

PALM BEACH, FLORIDA 33480

JOHN R. BANISTER
JOHN L. BURNS
JOHN M. SEVERSON
CHARLES H. WARWICK, III

January 13, 1995

TELEPHONE 655-7776
TELECOPIER 655-2271
AREA CODE 407

PLEASE REFER TO:

P95000005076

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

3000001300000000
407/13005-01002-017
***122.50 ***122.50

Re: Palm Beach Coatings, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-captioned corporation, together with a check in the sum of \$122.50, payable to Florida Secretary of State. Please file the Articles and return a certified copy to the undersigned.

Thanking you in advance, I am

Very truly yours,

Charlene Durgan
Charlene Durgan
Legal Assistant

:cd
Enclosures

FILED
95 JAN 16 PM 9 40
STATE
FLORIDA

H. SIMS JAN 20 1995

ARTICLES OF INCORPORATION
OF
PALM BEACH COATINGS, INC.

FILED
95 JAN 16 PM 9 40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

This corporation will be a Subchapter S corporation by the name of PALM BEACH COATINGS, INC.

ARTICLE II

The nature of the business is to act to the extent permitted under Florida Statutes, Chapter 607 (1988 as amended), and to engage in every business permitted under the laws of the State of Florida and the United States.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have at any time shall be Five Hundred (1,000) shares of common stock of One Dollars (\$1.00) par value per share.

ARTICLE IV

The corporation shall begin business with a capital stock of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The post office address of the initial principal office of this corporation shall be located at 4403 Georgia Avenue, West Palm Beach, Florida; the name and address of the Registered Agent are: Vivian Brooks, 4403 Georgia Avenue, West Palm Beach, Florida. Further, the corporation may have such other place of business, both within and without the State of Florida, and in foreign countries as may be necessary or convenient.

ARTICLE VII

The business of this corporation shall be conducted by a board of directors of one or more directors.

ARTICLE VIII

The name and post office address of the first director of this corporation who shall hold office until the annual meeting of

this corporation to be held in and until his successors are elected and have qualified are:

NAME

ADDRESS

Vivian Brooks

4403 Georgia Avenue
West Palm Beach, Florida

ARTICLE IX

The name and post office address of the incorporator and subscriber of this Articles of Incorporation is as follows:

NAME

ADDRESS

Vivian Brooks

4403 Georgia Avenue
West Palm Beach, Florida

ARTICLE X

The name and post office address of the first organizer of this corporation who shall hold office until the organizational meeting of this corporation, and until his successors are elected and have qualified is as follows:

NAME

ADDRESS

Vivian Brooks

4403 Georgia Avenue
West Palm Beach, Florida

ARTICLE XI

Special provisions for the regulation in government for this corporation are:

SECTION 1. The annual meeting of the stockholders and board of directors of this corporation shall be fixed by the bylaws.

SECTION 2. Any meeting of the stockholders and board of directors may be held either within or without the State of Florida.

SECTION 3. The officers of this corporation shall be a president, secretary and treasurer, and such other offices as the board of directors may deem necessary. Any one person may hold two of said offices.

SECTION 4. The bylaws of this corporation shall be made by the board of directors and may be amended by the board of directors.

ARTICLE XII

The original incorporator of this corporation shall have the rights to and may, after the organization of same, assign and deliver their subscriptions of stock herein to any other person who may hereinafter become subscribers to the Stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator, and assume and carry out all the rights, liabilities, and other duties entailed by said subscription subject to the laws of the State of Florida and the execution of this power.

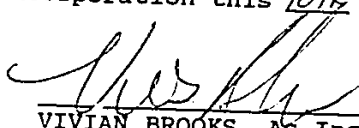
ARTICLE XIII

Only fifty-one percent of the shares entitled to vote represented by person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLES XIV

If all the directors severally or collectively consent in writing to any 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 as valid as though it had been authorized at a meeting of the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of January, 1995.



VIVIAN BROOKS, AS Incorporator

STATE OF FLORIDA)
SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared VIVIAN BROOKS, and to me personally known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument. An oath Was Not taken.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of January, 1994/1995

[Signature]
Notary Public
My Commission Expires: My Commission Expires May 20, 1995
Bonded Thru Troy Feltz - Insurance Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT AND UPON
WHOM PROCESS MAY BE DELIVERED**

Pursuant to Chapter 48.091, Florida Statutes, 1988, the following is submitted in compliance with said act:

FIRST that PALM BEACH COATINGS, INC. is a corporation organized under the laws of the State of Florida, with its principal offices at 4403 Georgia Avenue, ~~XXXXXX~~, West Palm Beach, Florida, and has named Vivian Brooks, 4403 Georgia Avenue, ~~XXXXXX~~, West Palm Beach, Florida as its registered agent, to accept service within the state.

ACKNOWLEDGMENT

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

[Signature]
VIVIAN BROOKS
Registered Agent

FILED
JAN 16 PM 9 40
CLERK OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
For
VILLA FOOD SERVICE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 PM 1:31

Article I.

Corporate Name

The name of this corporation is VILLA FOOD SERVICE, INC.

Article II.

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III.

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 300 shares of common stock having a par value of One Dollar (\$1.00) per share.

Article IV.

Term of Existence

This Corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

Article V.

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

Article VI.

Registered Agent and Initial Registered and Principal Office

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be:

Registered Agent and
Initial Registered Office
and Principal Office:

Susan E. Wilson
Emerald Coast Plaza
U.S. Hwy 98, Unit #28
Santa Rosa Beach, Florida

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VII.

Board of Directors

This Corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

Article VIII.

Initial Director

The name of the initial directors of this Corporation and their street addresses are:

Elaine M. Kilian

78 Marilyn Ave.
Melbourne, FL 32934

Susan E. Wilson

658 Golf Course Dr.
Fort Walton Beach, FL 32547

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Article IX.

Incorporator

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

Susan E. Wilson

658 Golf Course Dr.
Fort Walton Beach, FL 32547

Article XI.

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of

the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 18th day of January, 1995.

Susan E. Wilson
SUSAN E. WILSON

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 18th day of January, 1995, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SUSAN E. WILSON, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

 To me personally known

X Identified by Driver's License Number W425785647180
issued by the State of FL

Bryan J. Kiefer
Notary Public
Typed Name: Bryan J. Kiefer
My Commission Expires: Dec. 13, 1997
Commission No.: 0004221555



BRYAN J. KIEFER
My Commission CC336018
Expires Dec. 13, 1997
Bonded by HAI
F00-422-1555

I, Susan E. Wilson, am hereby familiar with and accept the duties and responsibilities as Registered Agent for VILLA FOOD SERVICE, INC.

Susan E. Wilson
SUSAN E. WILSON
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 PM 1:31