



P95000006665

January 20, 1995

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Ray H. Hays  
President  
Howard R. Hays, Jr.  
Secretary  
Vernon C. Anderson  
Treasurer

Members

Constance L. Allen  
Reginald E. Hays, Jr.  
T. W. Hays, Jr.  
Howard E. Hays  
Howard V. Hays  
Howard Hays, Jr., M.D.  
John A. Hays  
George E. Hays, Jr.  
George E. Hays, Jr.  
Ken Hays  
Congresswoman Constance L. Allen  
Guthrie C. Hays  
Nell Hays  
Dorothy Hays  
Kathleen Hays, Sr.  
Kathleen Hays, Sr.  
Kathleen Hays, Sr.  
Kathleen Hays, Sr.

RE: Articles of Incorporation -  
(1) PROTECTION COATING & BUILDING  
MAINTENANCE SERVICES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations, Certificates Designating Place of Business and Registered Agent, check #0327 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) to cover the filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG, JD, CPA  
TOOLS FOR CHANGE  
6255 N.W. 7th Avenue  
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

William C. Young, JD, CPA

Encls.

RECORDED 138 71 87  
-01/23/95 - 01/23/95  
\*\*\*122.50 \*\*\*122.50

TOOLS FOR CHANGE  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone (305) 751-8934 • Facsimile (305) 751-1619

ARTICLES OF INCORPORATION

OR

PROTECTION COATING & BUILDING MAINTENANCE SERVICES, INC.  
FLORIDA

FILED  
1935 JAN 23 PM 12:30

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is PROTECTION COATING & BUILDING MAINTENANCE SERVICES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is at 19712 N.E. 12th Place, Miami, Florida 33179 and the mailing address is P.O. Box 53-1246, Miami Shores, Florida 33153-1246.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000)

shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 19712 N.E. 12th Place, Miami, Florida 33179, and the registered agent at that office is DONALD N. SPALDING.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

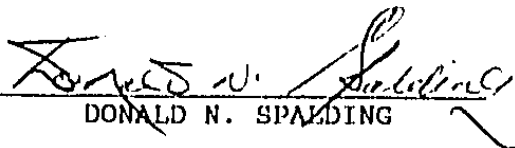
DONALD N. SPALDING  
19712 N.E. 12th Place  
Miami, Florida 33179

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

DONALD N. SPALDING  
19712 N.E. 12th Place  
Miami, Florida 33179

IN WITNESS WHEREOF, I, DONALD N. SPALDING, the undersigned  
Incorporator, have signed these Articles of Incorporation on this  
18<sup>th</sup> day of January, 1995 and acknowledged the same to be my  
act.

  
DONALD N. SPALDING

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 18<sup>th</sup> day  
of January, 1995 by DONALD N. SPALDING, who personally  
appeared before me at the time of notarization, and who is person-  
ally known to me or who has produced a Florida Driver's License as  
identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission CC407757  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

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

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Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That PROTECTION COATING & BUILDING MAINTENANCE SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named DONALD N. SPALDING located at 19712 N.E. 12th Place in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY:

*Donald N. Spalding*  
DONALD N. SPALDING

DATE:

*18<sup>th</sup> January 1995*

FILED  
JAN 23 PM 12:30  
ALLAHBACH, FLORIDA