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February 8, 1995

Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

80101420800
-03/03/95 -0107-002
***122.50 ***122.50

Re: Articles of Incorporation
PAINTS BY US, INC.

Dear Sir:

Enclosed for filing with the Department of State are an original and one copy of the Articles of Incorporation of PAINTS BY US, INC. and the Certificate Designating Registered Agent and Registered Address.

Also enclosed is a check in the amount of \$ 122.50 for the following:

Filing Fee
Certified Copy
Registered Agent

Thank you for your prompt attention to this matter. I would appreciate a confirmation as soon as possible.

Yours truly,



SUSAN WYNNE

**ARTICLES OF INCORPORATION
OF
PAINTS BY US, INC.**

SEP-3 PM 2:41

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is PAINTS BY US, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

Number: The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$ 1.00 per share which shall be designated as "Common Stock".

Initial Issue: 500 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$ 1.00 per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends: The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

Classes of Stock: The shares of the corporation are not to be divided into classes.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 22000 S.W. 262 Street, Homestead, Florida 33031, and the street address of the principal office of this corporation is 22000 S.W. 262 Street, Homestead, Florida 33031. The name of the registered agent of this corporation is William T. Shelow.

The Board of Directors may in its sole discretion change the location of the office of the corporation and the designation of the agent for service of process and notify the Secretary of State of same, without need of any amendment of these Articles of Incorporation.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall initially have one (1) Director who need not be a resident of the state of Florida or shareholder of this corporation. He shall hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be increased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial Directors is as follows:

William T. Shelow
22000 S.W. 262 Street
Homestead, Florida 33031

ARTICLE VIII - INCORPORATOR

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

William T. Shelow
22000 S.W. 202 Street
Homestead, Florida 33031

ARTICLE IX

This corporation shall adopt by-laws by a majority vote of the shares as voted by the shareholders.

Members of the Board of Directors or the executive committee if any, shall be deemed present at a meeting of such board or committee if a conference, telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for directors, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitation may be incorporated in the corporation's by-laws, or placed in the corporate minutes after authorization by a majority vote of the share.

The corporation, as designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meetings and/or shareholders' meetings outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

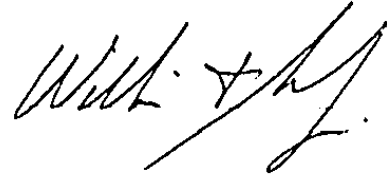
ARTICLE XII - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change, or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: ..2-15-95.....

WILLIAM T. SHELOW



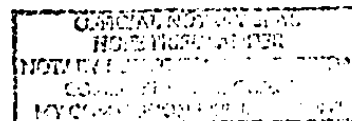
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared *William T. Shelow* known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15 day of *February*....., 1995

John P. Reallander
Notary Public
State of Florida at Large

My commission expires:




Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

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

PAINTS BY US, INC. desiring to organize or qualify under the laws of the State of Florida, has named William T. Shelow, a resident of the State of Florida whose office is located at 22000 S.W. 262 Street, Homestead, Florida 33031, as its agent to accept service of process within Florida.

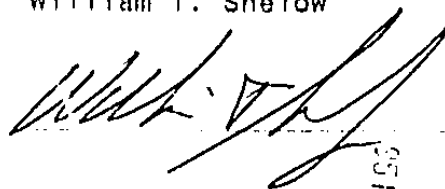
Dated: 2-15-95


William T. Shelow
Incorporator

Having been named to accept service of process for the above stated 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 relative to the proper performance of my duties.

Dated: 2-15-95

William T. Shelow



FILED
MAR -3 PM 2:41
CLERK OF DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA