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KNOWLTON H. SHELNUK, JR., P.A.

ATTORNEY AT LAW

DELVEDERE PROFESSIONAL CENTER
1525 SOUTH FLORIDA AVENUE, SUITE 1
LAKELAND, FLORIDA 33603

EFFECTIVE DATE

March 24, 1995

POST OFFICE BOX 2436
LAKELAND, FLORIDA 33606-2436
TELEPHONE (813) 683-7868
FAX (813) 683-6172

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

200001441072
-03/28/95--01037--017
***122.50 ***122.50

Re: Articles of Incorporation -
Polk Paint and Supply, Inc.

Ladies and Gentlemen:

Enclosed for filing on behalf of the above named corporation are the original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office and Registered Agent Acknowledgment.

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

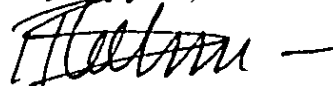
- | | | |
|----|----------------------------|--------------|
| 1. | Filing Fee | \$ 35.00 |
| 2. | Certified Copy of Articles | 52.50 |
| 3. | Registered Agent Fee | <u>35.00</u> |

\$122.50

Upon approval, please send to the undersigned a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,



Knowlton H. Shelnut, Jr.

KHS/ma
Enclosure

pc: Mr. Gary S. Claville
(with copies of enclosures)
pc: Carter, Belcourt & Atkinson, P.A.
(with copies of enclosures)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 10:11

KAN 3-29

EFFECTIVE DATE

3-24-95

ARTICLES OF INCORPORATION

OF

POLK PAINT AND SUPPLY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 27 PM 10:11

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **POLK PAINT AND SUPPLY, INC.**

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of execution and acknowledgement of these Articles of Incorporation on March 24, 1995.

ARTICLE III - PURPOSES

The general purposes for which this corporation is organized are to engage in and transact any and all lawful acts, activities and businesses for which a corporation may be incorporated under the Florida Business Corporation Act, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$.10 par value common stock, which shares shall be of a single class.

ARTICLE V - PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 1280 North Church Street, Mulberry, Polk County, Florida, and the mailing address of this corporation's principal office is Post Office Box 1142, Mulberry, Florida 33860. The name of the initial registered agent of this corporation at the above street address is Gary S. Claville.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws of this corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Gary S. Claville

1280 North Church Street
Mulberry, Florida 33860

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles are:

Gary S. Claville

1280 North Church Street
Mulberry, Florida 33860

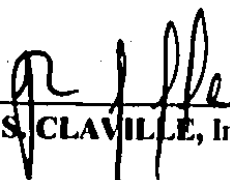
ARTICLE IX - POWERS

This corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including, without limitation, all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change or delete any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Florida Business Corporation Act, and any right conferred upon shareholders herein is granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of March, 1995.



GARY S. CLAVILLE, Incorporator

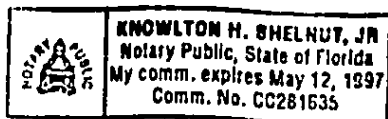
STATE OF FLORIDA)

COUNTY OF POLK)

BEFORE ME, a Notary Public authorized to take acknowledgements in the above State and County, personally appeared **GARY S. CLAVILLE**, being personally known to me 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 signed and affixed my official seal,
in the above State and County, this 24th day of March, 1995.

(AFFIX NOTARIAL STAMP
OR SEAL BELOW)



Sign: *Knowlton H. Shelnut, Jr.*
Print: KNOWLTON H. SHELNUY, JR.
Notary Public
State of Florida at Large
My Commission Number: _____
My Commission Expires: _____

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, hereby submits the following statement in designating the registered office and registered agent of this corporation in the State of Florida:

1. The name of this corporation is **POLK PAINT AND SUPPLY, INC.**
2. The name and street address of the registered agent and registered office of this corporation are:

Gary S. Claville
1280 North Church Street
Mulberry, Florida 33860

DATED this 24th day of March, 1995.

POLK PAINT AND SUPPLY, INC.
a Florida corporation

By: 
Its President

REGISTERED AGENT ACKNOWLEDGMENT

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.

DATED this 24th day of March, 1995.


REGISTERED AGENT