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PEEK & PEEK
ATTORNEYS AT LAW

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VALPARAISO, FLORIDA 32580
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RECEIVED
MAY 30 1995
TALLAHASSEE, FLORIDA

HAROLD F. PEEK, JR.
SAMUEL M. PEEK

May 24, 1995

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: WM MCLEOD PAINTING, INC.

Dear Sir or Madame:

Attached is our \$70.00 filing fee for the above-styled Corporation.
If anything further is necessary, please don't hesitate to contact
me.

Sincerely Yours,



HAROLD F. PEEK, JR.

HFP:cjp
Enclosures

cc: Mr. Wm. McLeod

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MAY 30 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WM MCLEOD PAINTING, INC.

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

ARTICLE I - NAME

The name of the Corporation is WM MCLEOD PAINTING, INC.

ARTICLE II - DURATION

The duration of the corporation is for an indefinite period of time (i.e. perpetual).

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized are:

1. To engage in the business of commercial paint contracting and other painting services.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section §1244 of the Internal Revenue Code.

ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS INITIAL REGISTERED OFFICE & AGENT

The address of the initial registered office of this Corporation is 164 Rickey Street, Fort Walton Beach, Florida 32547. The initial registered agent shall be WILLIAM E. MCLEOD, 164 Rickey Street, Fort Walton Beach, Florida 32547. The principle office and mailing address of the Corporation shall be 164 Rickey Street, Fort Walton Beach, Florida 32547.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

WILLIAM E. MCLEOD	164 Rickey Street Fort Walton Beach, Florida 32547
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ARTICLE VII - INCORPORATORS

Name and address of each Incorporator is:

WILLIAM E. MCLEOD	164 Rickey Street Fort Walton Beach, Florida 32547
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ARTICLE VIII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder upon the sale for such 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, in such manner that he will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XI - STOCK ISSUANCE

Share of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name.

WILLIAM E. MCLEOD	100 shares
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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

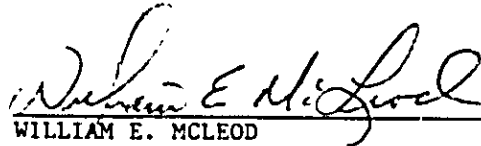
ARTICLE XVI - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting or consent in writing setting forth the action so taken shall be signed by all persons who would be entitled to vote upon such action at a meeting filed with the Secretary of the Corporation as a part of the Corporate Records.

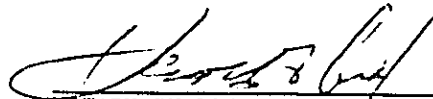
IN WITNESS WHEREOF, WE, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals this 24th day of May, 1995, for the purpose of forming this Corporation to do business both within and without the State of Florida and pursuant to the Corporation Law of the State of Florida, do make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.


WILLIAM E. MCLEOD

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared,
WILLIAM E. MCLEOD, who is personally known to me or who has produced
Personally known to me as identification, and upon his oath
acknowledged that he executed the foregoing Articles of Incorporation for
the purpose set forth therein on the 24th day of May, 1995.



NOTARY PUBLIC, HAROLD F. PEEK, JR.
Commission Number: CC341868
My Commission Expires:

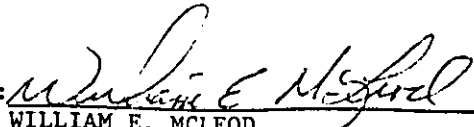
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That WM MCLEOD PAINTING, INC., desiring to organize under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation at the City of Fort Walton Beach, County of Okaloosa, State of Florida, has named WILLIAM E. MCLEOD of 164 Rickey Street, Fort Walton Beach, Florida 32547 as the agent for Service of Process within the State of Florida.

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 relative to keeping open said office.

BY:


WILLIAM E. MCLEOD