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**SMITH & SUPRANCI**

PROFESSIONAL ASSOCIATION  
100 AONE CENTER SUITE 100  
1000 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

JUNE NAUGHTON  
LAWYER A. SUPRANCI  
BOARD CERTIFIED  
CIVIL TRIAL LAWYER

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May 31, 1995

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: SUPERIOR PAINTING COMPANY

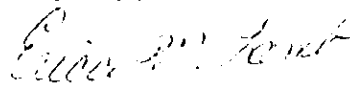
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for Superior Painting Company, along with a check in the amount of \$122.50, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,



Erica M. Lamb,  
Legal Secretary

/el  
Enclosure



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-06/01/95--01090--010  
\*\*\*\*122.50 \*\*\*\*122.50

**ARTICLES OF INCORPORATION  
OF  
SUPERIOR PAINTING COMPANY**

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is: SUPERIOR PAINTING COMPANY. The principal place of business of this corporation shall be at 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV  
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**VOTING**

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

**ARTICLE VI**  
**DURATION**

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

**ARTICLE VII**  
**DIRECTORS**

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Sam Gilfarb	10275 S.W. 93rd Terrace Miami, Florida 33176
Rose Gilfarb	10275 S.W. 93rd Terrace Miami, Florida 33176

**ARTICLE VIII  
OFFICERS**

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
President Sam Gilfarb	10275 S.W. 93rd Terrace Miami, Florida 33176
Secretary Rose Gilfarb	10275 S W 93rd Terrace Miami, Florida 33176

**ARTICLE IX  
PREEMPTIVE 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X  
TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their

respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Louis A. Supraski, Esq.	11900 Biscayne Boulevard Suite 760 Miami, Florida 33181

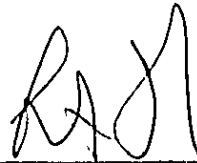
**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officer and director of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or

she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

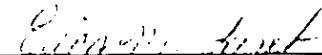
Dated this 31st day of May, 1995.



\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.

STATE OF FLORIDA        )  
                                  )ss:  
COUNTY OF DADE        )

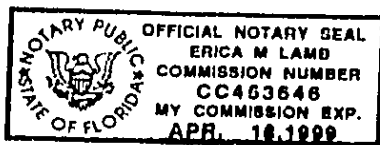
The foregoing instrument was acknowledged before me this 31st day of May, 1995, by LOUIS A. SUPRASKI, ESQ., who is personally known to me or who has produced \_\_\_\_\_ as identification and who did    did not x take an oath.



\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

Erica M. Lamb  
\_\_\_\_\_  
Print Name of Notary Public



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

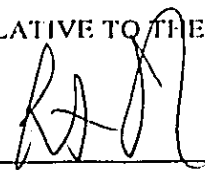
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IN COMPLIANCE WITH SECTION 48 091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT SUPERIOR PAINTING COMPANY, DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS LOCATED AT 11900 BISCAYNE BOULEVARD, SUITE 760,  
MIAMI, FLORIDA 33181, HEREBY NAMES LOUIS A. SUPRASKI, ESQ., 11900  
BISCAYNE BOULEVARD, SUITE 760, MIAMI, FLORIDA 33181, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.

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 AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.  
REGISTERED AGENT  
DATED: May 31, 1995