

W. THOMAS COPELAND, P.A.

ATTORNEY AT LAW

THIRD & THIRD
421 N. THIRD STREET
JACKSONVILLE BEACH, FLORIDA 32250

P9500004653 /

(904) 246-0130
FAX: 247-8444

June 6, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
JUN 10 1995
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314
*****122.50 *****122.50

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for **ATLANTIC PAINT & SUPPLY, INC.**, together with a check in the amount of \$122.50, representing the filing fee for such corporation.

Kindly furnish this office with a confirmation copy indicating the filing date and assigned corporate number.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

W. Thomas Copeland /kac
W. Thomas Copeland

WTC/kac
encs.

Signed in absence to
avoid delay in mailing

ARTICLES OF INCORPORATION
OF
ATLANTIC PAINT & SUPPLY, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

ATLANTIC PAINT & SUPPLY, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to engage in any activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$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 holders 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.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

731 Selva Lakes Circle
Atlantic Beach, Florida 32233

The mailing address of the Corporation is:

731 Selva Lakes Circle
Atlantic Beach, Florida 32233

SIXTH

The name of the initial Registered Agent is: W. THOMAS COPELAND, whose mailing address is:

421 North Third Street
Jacksonville Beach, Florida 32250

SEVENTH

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

EIGHTH

The name and address of the person who shall serve as the initial Director until the first annual meeting of Shareholders, or until his successor shall be elected and qualified, is as follows:

THOMAS H. BROWN, JR. 731 Selva Lakes Circle
Atlantic Beach, Florida 32233

NINTH

The name and address of the initial Incorporator is as follows:

THOMAS H. BROWN, JR. 731 Selva Lakes Circle
Atlantic Beach, Florida 32233

TENTH

The name and address of the persons who shall serve as the Officers until the first annual meeting of Shareholders, or until their successor(s) have been elected and qualified, is as follows:

THOMAS H. BROWN, JR.
President

731 Solva Lakes Circle
Atlantic Beach, Florida 32233

BETTY C. PHILLIPS
Secretary

731 Solva Lakes Circle
Atlantic Beach, Florida 32233

ELEVENTH

Majority consent of the Stockholders of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

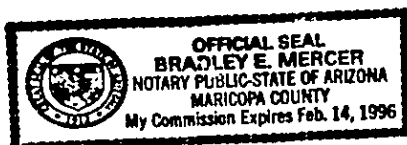
The effective commencement date of this corporation shall be upon filing hereof.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Scottsdale, MARICOPA County, Arizona, this 1 day of JUNE, 1995.


THOMAS H. BROWN, JR.
Incorporator

STATE OF ARIZONA
COUNTY OF Maricopa

Sworn to and subscribed before me this 1 day of June, 1995, by THOMAS H. BROWN, JR., who is personally known to me and who did/did not take and oath.




Notary Public

ACCEPTANCE

I, the undersigned, being a citizen of Duval County, Florida,
do hereby accept the designation of Registered Agent of the above-
named Corporation.



W. THOMAS COPELAND
Registered Agent
421 North Third Street
Jacksonville Beach, FL 32250