

Charles E. Hall, E.A., C.F.P., A.B.A.

ENROLLED TO PRACTICE BEFORE THE INTERNAL REVENUE SERVICE

PHONE (904) 829-6533
FAX (904) 829-9470

MEMBERSHIP

NATIONAL ASSOCIATION
OF ENROLLED AGENTS

FLORIDA SOCIETY OF
ENROLLED AGENTS

NATIONAL SOCIETY OF
TAX PROFESSIONALS

NATIONAL SOCIETY OF
PUBLIC ACCOUNTANTS

NATIONAL CERTIFICATION BOARD
FOR TAX PROFESSIONALS

June 28, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: PAINT 'N PALETTE, INC.

07/03/95 01047-001
****122.50 ****122.50

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with a certified copy.

You will note that Article 5 of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Enclosed is my trust fund check payable to the Secretary of State - Division of Corporations in the amount of \$122.50 which is in payment of the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording of this corporation, I remain,

Sincerely,

Charles E. Hall
Enrolled Agent
Certified Tax Professional
Accredited Tax Accountant

EFFECTIVE DATE
6-28-95

07/03/95 01047-001
****122.50 ****122.50

Encl: Articles of Incorporation
Check for \$ 122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CHASLAUR TAX & ACCOUNTING SERVICES

93-B ORANGE STREET • P.O. BOX 4077 • SAINT AUGUSTINE, FLORIDA 32085 • 4077

SN
7/12/95

ARTICLES OF INCORPORATION

OF

PAINT 'N PALETTE, INC.

FILED

90 JUL -3 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

6-28-75

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is: PAINT 'N PALETTE, INC. and its address is 2229 Commodores Club Blvd, St. Augustine, Florida 32084.

ARTICLE 2. DURATION: This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation is organized are the following:

A. To engage in and transact business and for which corporations may be incorporated under the Florida General Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable for the purposes of transacting any and all lawful business.

ARTICLE 4. CAPITAL STOCK: The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 93-B Orange Street, St. Augustine, Florida 32084 with a mailing address of Post Office Box 4077, St. Augustine, Florida 32085, and the name of its initial Registered Agent at that address is Charles E. Hall, Jr.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Diane Nielsen Wallace
2229 Commodores Club Blvd
St. Augustine, Fl 32084

John W. Wallace
2229 Commodores Club Blvd
St. Augustine, Fl 32084

ARTICLE 7. INCORPORATORS: The name and address of each Incorporator is as follows:

Diane Nielsen Wallace
2229 Commodores Club Blvd
St. Augustine, Fl 32084

John W. Wallace
2229 Commodores Club Blvd
St. Augustine, Fl 32084

ARTICLE 8. BY-LAW AMENDMENT: The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE 9. INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 10. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

ARTICLE 12. PRE-EMPTIVE RIGHTS: Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the

Treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE 13. MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE 14. OFFICERS: The Officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

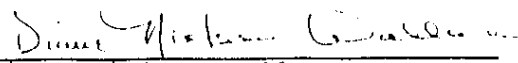
Diane Nielsen Wallace
2229 Commodores Club Blvd
St. Augustine, Fl 32084


President / Treasurer

John W. Wallace
2229 Commodores Club Blvd
St. Augustine, Fl 32084

Vice-President / Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 28th day of June, 1995.


Diane Nielsen Wallace


John W. Wallace

STATE OF FLORIDA

SS:

COUNTY OF ST. JOHNS

Before me, the undersigned authority, personally appeared Diane Nielsen Wallace and John W. Wallace, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

WITNESS my hand and seal this the 28th day of June, 1995.



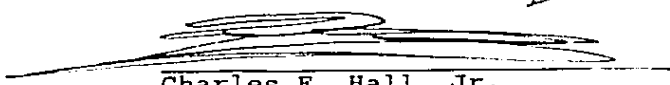
LAURELL A. HALL
Notary Public, State of Florida
My Comm. Exp. Jan. 27, 1998
Comm. No. CC 344578


Notary Public in and for the
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PAINT 'N PALETTE, INC. which is contained in the foregoing Articles of Incorporation.

Dated this the 28th day of June, 1995.


Charles E. Hall, Jr.
Registered Agent

FILED
95 JUL 11 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA