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*BOARD CERTIFIED IN
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August 29, 1995

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CERTIFIED MAIL-RETURN RECEIPT

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

Re: Articles of Incorporations
Bookout's Special Coatings, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-captioned corporation and a copy of the Articles of Incorporation. Also enclosed are a check in the amount of \$122.50 for filing fees and a self-addressed, stamped envelope for mailing the certified copy back to us.

We appreciate your assistance. If you need anything further, please do not hesitate to contact me.

Sincerely,

Vicki L. Stolberg
for John A. Williamson

JAW\caw

Enclosures

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BOOKOUT'S SPECIAL COATINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: BOOKOUT'S SPECIAL COATINGS, INC.

ARTICLE II - EXISTENCE

The corporation shall come into existence immediately upon the filing of these Articles of Incorporation and shall have a perpetual existence thereafter.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful businesses in the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have at any one time is 7500 shares of common stock at \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The post office address of the Corporation's principal business office is 3728 Yardarm Drive, Tampa, Florida 33611.

ARTICLE VI - REGISTERED AGENT

The name and address of its initial Registered Agent is John A. Williamson, Esquire, 401 E. Kennedy Boulevard, Tampa, Florida 33602. The Board of Directors may from time to time move the Registered Agent's Office to any other office in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of those directors whose names and addresses are as follows:

Larry Dean Bookout, 3728 Yardarm Drive, Tampa, Florida 33611

ARTICLE VIII - OFFICERS

The initial officers of the corporation shall consist of: President/Secretary/Vice-President/Treasurer - Larry Dean Bookout, 3728 Yardarm Drive, Tampa, Florida 33611; who shall hold office until the first annual meeting of the shareholders, and until their successor(s) shall be elected and qualified or until their earlier resignation or removal from office or death.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is: John A. Williamson, Esquire, 401 E. Kennedy Boulevard, Tampa, Florida 33602. The Incorporator of these Articles of Incorporation hereby assigns to the Corporation the rights under Section 607.164 and 607.176, Florida Statutes, to constitute a Corporation, and he hereby assigns to those persons designated by the Board of Directors any rights he may have as Incorporator to acquire any of the capital stock of this

Corporation, these assignments becoming effective when these Articles of Incorporation have been filed with and approved by the Secretary of the State of Florida, and the filing fee and the filing tax paid to the official.

ARTICLE X - CHAPTER S

The Directors shall be authorized to make a Declaration as may be necessary to cause the corporation to qualify for treatment as an "S" corporation under Section 1362 of the Internal Revenue Service Code.

ARTICLE XI - AMENDMENTS

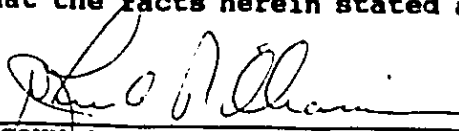
The Articles of Incorporation may be amended in the manner as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of the shareholders are subject to these reservations.

ARTICLE XII - PRESCRIPTIVE RIGHTS

The shareholders of the common stock of this Corporation shall have prescriptive rights to the shares of common stock or any other type of stock of this Corporation hereafter issued.

IN WITNESS WHEREOF, the Incorporator above named, has hereunto set his hand and seal on this 29th day of AUGUST, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I do hereby make, subscribe, acknowledge and file in

the Office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

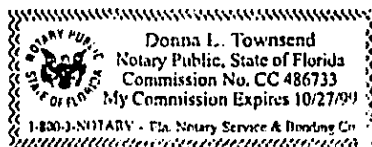


JOHN A. WILLIAMSON, ESQUIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this _____ day of August, 1995, by JOHN A. WILLIAMSON, ESQUIRE, who is personally known to me and who acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

My Commission Expires:





NOTARY PUBLIC
State of Florida, at Large

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

In pursuance of Section 607.034, Florida Statutes, the following is submitted in compliance with said Act: BOOKOUT'S SPECIAL COATINGS, INC., desiring to organize under the laws of the State of Florida with its principal office located at 3728 Yardarm Drive, Tampa, Florida 33611, has named John A. Williamson, Esquire as its Registered Agent.

ACKNOWLEDGMENT

HAVING BEEN NAMED Registered Agent for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in the capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN A. WILLIAMSON, ESQUIRE

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TALLAHASSEE, FLORIDA