

P960000/1045

LAW OFFICES OF  
HUMBERTO R. DOMINGUEZ, P.A.  
2900 BRIDGEPORT AVENUE, SUITE 401  
COCONUT GROVE, FLORIDA 33133

HUMBERTO R. DOMINGUEZ  
CHRISTINE DEARING REED

TELEPHONE:  
(305) 461-3626  
TELEFAX:  
(305) 446-5856

January 26, 1996

Division of Corporations  
PO BOX 6327  
Tallahassee, Fl. 32314

2000001703522  
-02/01/96--01026--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing of new corporation- CHARLTON PAINTING, INC.

Dear Sir/Madam,

Enclosed please find a check in the amount of \$122.50 for the filing of a new corporation and a certified copy of same. We have also enclosed a self-addressed stamped envelope for your convenience. The Articles of Incorporation and Designation of Registered Agent are also enclosed.

Thank you for your anticipated cooperation. If you have any questions, do not hesitate to call.

SN FEB - 5 1996

Sincerely,



Christine Dearing Reed, Esq.

FILED  
96 FEB - 1 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CHARLTON PAINTING, INC.**

**FILED**  
26 FEB -1 PM 1:36  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**  
**AND PRINCIPAL CORPORATE ADDRESS**

The name of this Corporation is: CHARLTON PAINTING, INC.

The principal corporate address of this Corporation is: 5150 SW 98 AVENUE ROAD, MIAMI, FLORIDA 33165.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**  
**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**  
**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be: 5150 SW 98 AVENUE ROAD, MIAMI, FLORIDA 33165.

The name of the initial registered agent of this Corporation at that address shall be: JOEL REYES.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have ONE director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VII**  
**DIRECTORS**  
**NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<b>NAME</b>	<b>STREET ADDRESS</b>
JOEL REYES	5150 SW 98 AVENUE ROAD, MIAMI, FLORIDA 33165

**ARTICLE VIII  
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
JOEL REYES	5150 SW 98 AVENUE ROAD, MIAMI, FLORIDA 33165

**ARTICLE IX  
SPECIAL PROVISIONS**

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers

to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may

have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, and pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has  
executed these Articles of Incorporation this 26<sup>th</sup> day of  
January, 1996.

Joel Reyes  
JOEL REYES, INCORPORATOR

STATE OF FLORIDA )

)      **NOTARY**

COUNTY OF DADE )

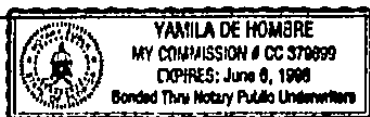
BEFORE ME personally appeared JOEL REYES to me well  
known to be the person described in and who executed the  
foregoing Articles of Incorporation, and who freely and  
voluntarily acknowledged before me according to law that he made  
and executed the same for the uses and purposes therein mentioned  
and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the state and county aforesaid, this

26<sup>th</sup> day of January, 1996, 1990.

Yamila De Hombre  
NOTARY PUBLIC, State of Florida at  
Large

My Commission Expires:



**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CHARLTON PAINTING, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5150 SW 98 AVENUE ROAD, MIAMI, FLORIDA 33165 has named JOEL REYES, located thereat as its registered agent to accept service of process within this State.

By: Joel Reyes  
JOEL REYES, INCORPORATOR

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: Joel Reyes  
JOEL REYES, REGISTERED AGENT

C:\WP5.0\CORPORAT\ARTICLES.INC

FILED  
96 FEB -1 PM 1:36  
TALLAHASSEE, FLORIDA  
CLERK OF STATE