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February 7, 1996

96 FEB - 8 10:35
FILED
TALLAHASSEE, FLORIDA
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of ROB STEWART PAINTING, INC., together with my check in the sum of \$122.50 to cover the cost of filing same, a certified copy of the Charter and resident agent fee.

Please return the copy to my office. Thank you for your continued cooperation.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

cc: client

F. CHESSEY FEB 13 1996

ARTICLES OF INCORPORATION

OF

ROB STEWART PAINTING, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name and address of this Corporation is:

Rob Stewart Painting, Inc.
17443 S.W. 140 Court
Miami, FL 33177

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

To engage in a Painting business, and in any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of NO par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

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CLERK OF DISTRICT
TALLAHASSEE, FLORIDA

ARTICLE VI - 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 this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 17443 S.W. 140 Court, Miami, Fl 33177 and the name of the Initial Registered Agent of this Corporation at that address is William R. Stewart.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The name and address of the Initial Director of the Corporation is:

William R. Stewart President
17443 S.W. 140 Court
Miami, Fl 33177

This officer shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

William R. Stewart, President
17443 S.W. 140 Court
Miami, Florida 33177

ARTICLE X - INDEMNIFICATION

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

The shares of capital stock of this Corporation shall be issued initially to the following persons in the amount set opposite their names:

William R. Stewart 550 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by written notice delivered to each shareholder, TEN (10) business days prior to the meeting date.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - MANAGEMENT OF CORPORATION BY DIRECTORS

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

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this Corporation may take action by written consent, as provided by law.


ARTICLE XX - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XXI - AMENDMENT

This Corporation reserves the right to amend or repeat any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation at Miami, Florida this 2nd day of FEBRUARY, 1996, for the uses and purposes aforesaid.


William R. Stewart, Subscriber
and Registered Agent

STATE OF FLORIDA)
DADE COUNTY)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for ROB STEWART PAINTING, INC. at the place designated in this certificate, does hereby accept said designation and agree to act in this capacity and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of the Registered Agent's duties.

Dated this 2nd of February, 1996.



William R. Stewart

Address of Registered Agent:
17443 SW 140 Court
Miami, Florida 33177

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