

Mantor & Westerfer, P.A.
Certified Public Accountants

4081 Tamiami Trail N., Suite C-201
Naples, FL 33940
(941)843-3554
Fax (941)843-3508

June 11, 1998

P96000053381

Division of Corporations
P.O. Box 0327
Tallahassee, Florida 32314

7/10/1998 12:10 PM
-06/24/98--01004-013
****122.50 ****122.50

Re: Incorporation of New Business

To Whom It May Concern,

Enclosed are (1) Articles of Incorporation, (2) Certificate Designating place of business and (3) a check in payment of incorporation fees as follows:

\$ 35.00 - Filing Fee - Profit Corporation
52.50 - Certified Copy
35.00 - Certificate Designating Registered Agent

\$122.50 - Total Check

Please return the certified copy of these articles of incorporation to our office at the above address. Thank you.

Sincerely,

Marilyn L. Mantor

Marilyn L. Mantor
Certified Public Accountant

7-11 PM
JUN 21 11 51 AM
STATE OF FLORIDA
DIVISION OF CORPORATIONS

B. REGISTER JUN 24 1998

Certificate of Incorporation
of
Phoenix Concepts, Inc.

Article I

The name of this corporation shall be:
Phoenix Concepts, Inc.

Article II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America.

Article III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares with a par value of one dollar (\$1.00) and shall be classified as follows:

Series A	Voting	1,000 shares
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Article IV

This corporation shall begin business with a capital of not less than one thousand dollars (\$1,000).

Article V

This corporation shall exist perpetually.

Article VI

The name and address of the corporation's initial registered agent is:

Thomas E. Klinedinst
4796 Escobar Avenue
Naples, FL 33940

Article VII

The principal place of business of this corporation shall be located at:

Physical address:
4796 Escobar Avenue
Naples, FL 33940

Mailing address:
P.O. Box 1633
Naples, FL 33939

Article VIII

This is a close corporation as contemplated by Florida Statute 607.72. The corporation will have no directors and business shall be conducted by the shareholders of this corporation.

20 JUN 21 11 5:15
CLERK OF COURT
STATE OF FLORIDA

Article IX

The names and post office addresses of the President, Vice President, Secretary and Treasurer, who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporate By-Laws are as follows:

Name	Office	Address
Timothy Mace	President/Treasurer	101 Tall Pine Lane Naples, FL 33940
Thomas E. Klinedinst	V/P / Secretary	4700 Escobar Ave. Naples, FL 33940

Article X

The name and address of the subscriber of this certificate of Incorporation is as follows:

Timothy Mace
101 Tall Pine Lane
Naples, FL 33940

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the charter of the above corporation.

Witness my hand and seal this 20th day of June, 1996

Timothy Mace
Timothy Mace

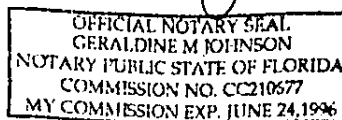
State of Florida
County of Collier

Before me, the undersigned notary public, personally appeared--- Timothy Mace --to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed to the same for the purposes therein expressed. Who is personally known or who produced
as identification.

Dated: 6/20/96

Geraldine M. Johnson
Notary Public

My Commission Expires:




CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 007.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Phoenix Concepts, Inc.
2. The name of the registered agent and office is:

Thomas E. Klnodinst
4790 Escobar Ave.
Naples, FL 33940

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Thomas E. Klnodinst

6-20-96
Date

FILED
JUN 21 13 1996
CLERK
STATE
OF FLORIDA
NAPLES

Mantor & Westerfer, P.A.
Certified Public Accountants

P96000053381

4081 Tamiami Trail N., Suite C-201
Naples, FL 34103
(941) 843-3555
Fax (941) 843-3555

November 19, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Restatements of Articles of Incorporation

To Whom It May Concern,

Enclosed are (1) an original and one copy of the Restatements of Articles of Incorporation and
(2) a check in payment of fees as follows:

\$ 35.00 - Filing Fee - Restatements of Articles of Incorporation
52.50 - Certified Copy

\$ 87.50 - Total Check

700002012497--3
-11/22/96--01065--008
*****87.50 *****87.50

Please return the certified copy of these restatements of articles of incorporation to our office at
the above address. Thank you.

Sincerely,

Marilyn L. Mantor, CPA.

Marilyn L. Mantor
Certified Public Accountant

SH 12/13

FILED
96 DEC 12 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1996

Marilyn L. Mantor
Mantor & Westerfer, P.A.
4081 Tamiami Trail N., Suite C-201
Naples, FL 34103

SUBJECT: PHOENIX CONCEPTS, INC.
Ref. Number: P96000053381

We have received your document for PHOENIX CONCEPTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 196A00054007

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Phoenix Concepts, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article IX

The names and post office addresses of the President, Vice President Secretary and Treasurer, who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporate By-Laws are as follows:

Name	Office	Address
THOMAS E. KLINEDINST	PRES, VP, SEC, TREAS.	4796 Escobar Ave. Naples, FL 33940

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 12 AM 10:37

FILED

SECOND: The date of each amendment's adoption is November 20, 1996

THIRD: Adoption of Amendments was approved by the shareholders. The number of votes cast for amendment was sufficient for approval.

Signed this 12 day of Dec., 1996

Signature Thomas E. Klinedinst
President

P.96 000053387

Mantor & Westerfer, P.A.
4081 Tamiami Trail North
Suite C-201
Naples, Florida 34103

January 10, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002058836--121
-01/15/97--01041--003
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation

To Whom It May Concern,

Enclosed are (1) Articles of Amendment to Articles of Incorporation and (2) a check in payment of fees as follows:

\$35.00 - Filing Fee

Please return the copy of the filed amendments to our office at the above address. Thank you.

Sincerely,

Marilyn L. Mantor

Marilyn L. Mantor
Certified Public Accountant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 15 AM 10:28

re

JAN 20 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 15 AM 10:28

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Phoenix Concepts, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted

Article I

The name of this corporation shall be:

Tom's Paint Works, Inc.

SECOND: The date of each amendment's adoption is December 17, 1996

THIRD: Adoption of Amendments was approved by the shareholders. The number of votes cast for amendment was sufficient for approval.

Signed this 20 day of Dec., 1996

Signature

President