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MICHAEL GOLDBERG, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

VENTURE BUILDING
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June 26, 1996

Division of Corporations
PO Box 6327
Tallahassee, FL 32301

Gentlemen:

Enclosed please find the Articles of Incorporation for MILLER PAINT OF PEMBROKE PINES, INC., along with a check for \$122.50.

If you have any questions regarding this new corporation, please feel free to contact me at the above address.

Sincerely,

Michael Goldberg PA

MICHAEL GOLDBERG, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

enclosures

FILED
96 JUN 28 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-2-96
KR

**ARTICLES OF INCORPORATION
FOR
MILLER PAINT OF PEMBROKE PINES, INC.**

FILED
96 JUN 28 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This undersigned, a natural person, and duly licensed to operate as a retail paint company in the State of Florida, does hereby form a corporation under the Florida Professional Services Corporation Act and other laws of the State of Florida.

ARTICLE ONE

The name of the Corporation is MILLER PAINT OF PEMBROKE PINES, INC.

ARTICLE TWO

The purpose for which the Corporation is organized is to operate as a retail paint company. Subject to the laws of the State of Florida regarding Professional Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Professional Corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the Corporation is authorized to issue and have at any time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE FOUR

The existence of the Corporation shall be perpetual.

ARTICLE FIVE

The street address of the principle office of the Corporation and the Corporation's initial registered office is 7638 Peters Road, Plantation, Florida 33324, and the initial Registered Agent at that address is David Miller.

ARTICLE SIX

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than ten.

ARTICLE SEVEN

The names and street address of the member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

NAME

ADDRESS

DAVID MILLER

7638 PETERS ROAD
PLANTATION, FLORIDA 33324

ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE NINE

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE TEN

The name and street address of the person signing these articles is:

NAME

ADDRESS

DAVID MILLER

7638 PETERS ROAD
PLANTATION, FLORIDA 33324

ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE TWELVE

The initial By-Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

25 EXECUTED at North Miami Beach, Dade County, Florida, this day of June, 1996.

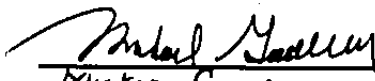


DAVID MILLER

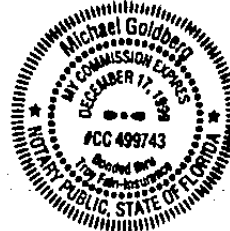
**STATE OF FLORIDA)
COUNTY OF DADE)**

The foregoing instrument was acknowledged before me this 25 day of June, 1996, by DAVID MILLER, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of MILLER PAINT OF PEMBROKE PINES, INC., who is personally known to me as the person described in and who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at North Miami Beach, Florida the day and year first written above.



Michael Goldberg
(Printed Name of Notary)
CC 499743
Serial Number of Notary
Notary Public
State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

MILLER PAINT OF PEMBROKE PINES, INC., desiring to organize under the laws of the State of Florida, hereby designates DAVID MILLER, as its Registered Agent and 7638 PEMBROKE PINES, PLANTATION, FLORIDA 333324 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



DAVID MILLER
(REGISTERED AGENT)

FILED
96 JUN 28 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA