

P96000063725

1201 HAYS STREET

TALLAHASSEE, FL 32309-1607

TEL: 904-22-0000

FAX: 904-22-0000

000-111-8086



networks

PROVIDE HAVE  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 036855 85708A

AUTHORIZATION : ~~XXXXXX~~

COST LIMIT : \$ 70.00

Patricia P.

ORDER DATE : July 30, 1996

ORDER TIME : 11:58 AM

ORDER NO. : 036855

CUSTOMER NO: 85708A

CUSTOMER: Jane E. Forbes, Legal Asst  
EDWARD W. BECHT, P.A.

321 South Second Street  
Fort Pierce, FL 34950

DOMESTIC FILING

NAME: ST. LUCIE PAINTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN UNSTAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

7/30/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 30 PM 2:59

EFFECTIVE DATE

12/20/94

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 30 PM 2:59

**ARTICLES OF INCORPORATION**

**OF**

**ST. LUCIE PAINTING, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be: St. Lucie Painting, Inc.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business and the object and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz: To engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value

of \$1.00 a share.

#### ARTICLE IV

##### PRINCIPAL ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The principal address and initial registered office and agent address of this corporation is as follows: **Preston DiFrancesco, 2406 South 10th Street, Fort Pierce, Florida 34982.**

The Board of Directors may from time to time move the registered office to any other address in Florida.

#### ARTICLE V

##### CORPORATE EXISTENCE

In accordance with the applicable Florida Statute, corporate existence shall commence upon the date of the execution and acknowledgement of these Articles of Incorporation and said corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial director of this corporation is: **Preston DiFrancesco, 2406 South 10th Street, Fort Pierce, Florida 34982.**

## **ARTICLE VII**

### **OFFICERS**

The officers of this corporation shall be a president, vice president, secretary and a treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold one or more offices.

## **ARTICLE VIII**

### **AMENDMENT**

The Articles of Incorporation may be amended in the manner provided. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE IX**

### **AGREEMENTS**

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (a) Any limitations or restraints upon the transferability, alienation or assignment of

stock;

- (b) Any limitation or restraint upon the encumbrance or pledge of stock;
- (c) any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- (d) Management agreements or other employment agreements with persons who may or may not be stockholders; and
- (e) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreements by by-laws of the corporation.

#### **ARTICLE X**

##### **INCORPORATOR AND SUBSCRIBER**

The name and street address of the person named herein as subscriber and incorporator are as follows: **Preston DiFrancesco, 2406 South 10th Street, Fort Pierce, Florida 34982.**

#### **ARTICLE XI**

##### **SECTION 1244**

This corporation is being organized and its common stock issued pursuant to Section 1244 of the Internal Revenue Code and the regulations thereunder, which permit ordinary loss treatment when the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed in the office of the Secretary of State the foregoing Certificate of Incorporation this 26 day of July, 1996.

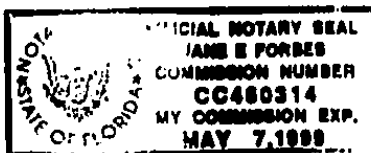
  
Preston DiFrancesco

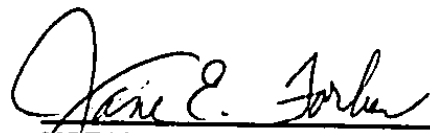
STATE OF FLORIDA

COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on the 26 day of July, 1996, Preston DiFrancesco personally came and appeared before me, the undersigned authority, to me well known, and well known to be the person described in the foregoing Articles of Incorporation, and he acknowledged the same as his act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.



  
NOTARY PUBLIC, State of Florida  
at Large  
My Commission expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 30 PM 2:59

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been named as registered agent for the above-stated 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.

  
Preston DiFrancesco, Registered Agent

- Page 6 -