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DAVID A. FONTES, LL.M.

ONE TAMPA CITY CENTER, SUITE 2600 • TAMPA, FLORIDA 33602 • (813) 222-0232

November 4, 1996

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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-11/05/96--01159--017
****490.00 ****122.50

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of four (4) corporations, namely AXSA SALES CENTRAL, INC., AXSA SALES WEST, INC., AXSA SALES EAST, INC., and AXSA ENGINEERING SALES, INC.. Also enclosed is a check totalling \$490, as the amount enclosed for each corporation is \$122.50, comprised of the filing fee of \$35, the registered agent fee of \$35, and \$52.50 for the certified copy. Please send the certified copy of the Articles of Incorporation to me at the address above. If there are any questions, please contact me at the telephone number above.

Thank you in advance for your time and attention to this matter.

Sincerely,

David A. Fontes

David A. Fontes, LL.M.
Attorney-at-Law

NOV 7 1996

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FILED
96 NOV -5 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AXSA SALES CENTRAL, INC.

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96 NOV -5 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, Florida Business Corporation Act.

ARTICLE I - NAME

The name of this corporation is AXSA SALES CENTRAL, INC., and the principal place of business and mailing address of this corporation shall be 17934-B Lake Carlton Drive, Lutz, Florida 33549.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation in the State of Florida is 17934-B Lake Carlton Drive, Lutz, Florida 33549; and the initial registered agent is BRUCE MARLATT. The Board of Directors may, from time to time, move the

location of the registered office to any other address in the State of Florida, and may, from time to time, change the registered agent of this corporation.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This corporation will commence existence upon filing and exist perpetually thereafter, unless dissolved according to law.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock.

ARTICLE VI - DIRECTORS

The number of Directors of this corporation shall be not less than one (1). The number of Directors may be diminished or increased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member, whose name and street address are as follows:

BRUCE MARLATT
17934-B Lake Carlton Drive
Lutz, Florida 33549

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator are as follows:

BRUCE MARLATT
17934-B Lake Carlton Drive
Lutz, Florida 33549

ARTICLE IX - AMENDMENTS OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 31 day of October, 1996.



BRUCE MARLATT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31 day of October, 1996, personally appeared BRUCE MARLATT, to me well known or who has produced a drivers license as identification and known to be the person described in, and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on the date, and in the county and state hereinabove stated.

Cynthia A. Perugini

10/31/96

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name CYNTHIA A. Perugini

MY COMMISSION EXPIRES: _____

MY COMMISSION # 00408775 EXPIRES
February 2, 1999
CYNTHIA A. PERUGINI



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is AXSA SALES CENTRAL, INC.
2. The name and address of the registered agent and office are:

BRUCE MARLATT
17934-B Lake Carlton Drive
Lutz, FL 33549

Signature B. Marlatt
Title PRESIDENT
Date 10-31-96

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

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.

Executed this 31 day of October, 1996

By: B. Marlatt

BRUCE MARLATT

Registered Agent