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December 10, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002032841--4
-12/18/96--01094--018
****122.50 ****122.50

Re: **ACTION PAINTING OF CENTRAL FLORIDA, INC.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with a check in the amount of \$122.50, for payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,

Shauny Kronfield
Shauny Kronfield
Legal Assistant

DEC 20 1996

EFFECTIVE DATE
12-16-96

FILED
96 DEC 18 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ACTION PAINTING OF CENTRAL FLORIDA, INC.

FILED
96 DEC 18 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

EFFECTIVE DATE
12-16-96

ARTICLE I

Name

The name of the corporation is **Action Painting of Central Florida, Inc.**

ARTICLE II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.10 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: Timothy R. Tillotson, 641 Clearlake Road, Suite 11, Cocoa, Florida 32922.

ARTICLE VI
Initial Principal Office

The street address of the initial principal office and mailing address of the corporation is as follows: 641 Clearlake Road, Suite 11, Cocoa, Florida 32922.

ARTICLE VII
Directors

Section 7.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2 Initial Director. The name and street address of the initial director of the corporation is:

NAME	STREET ADDRESS
Timothy R. Tillotson	641 Clearlake Road, Ste. 11 Cocoa, Florida 32922

ARTICLE VIII
Incorporator

The name and street address of the incorporator of this corporation is:

NAME	STREET ADDRESS
Timothy R. Tillotson	641 Clearlake Road Suite 11 Cocoa, Florida 32922

ARTICLE IX
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

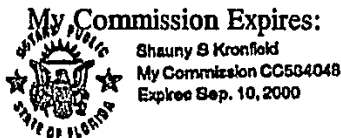
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this 16th day of December, 1996.


TIMOTHY R. TILLOTSON

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 16th day of December, 1996,
by TIMOTHY R. TILLOTSON.


NOTARY PUBLIC



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

ACTION PAINTING OF CENTRAL
FLORIDA, INC.

BY:


TIMOTHY R. TILLOTSON

FILED
66 DEC 18 PM 2:58
SECRETARY OF STATE
FLORIDA