

12-97
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ARTICLES OF INCORPORATION
OF
PAINT MANAGEMENT CORPORATION

FILED
96 DEC 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is PAINT MANAGEMENT CORPORATION.

ARTICLE II. DURATION

This corporation shall commence January 1, 1997, and shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 117 E. 21st St., Riviera Beach, Florida 33404, and the name of the initial registered agent of this corporation at that address is MICHAEL F. HERMANEK.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MICHAEL F. HERMANEK
117 E. 21st St.
Riviera Beach, FL 33404

DUOL G. THACH
3681 SW 16th St.
Ft. Lauderdale, Fl 33312

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 117 E. 21st St., Riviera Beach, Florida 33404, and the mailing address of the corporation is 117 E. 21st St., Riviera Beach, Florida 33404.

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

MICHAEL F. HERMANEK
117 E. 21st St.
Riviera Beach, FL 33404

DUOL G. THACH
3681 SW 16th St.
Ft. Lauderdale, Fl 33312

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 21st day of December, 1996.

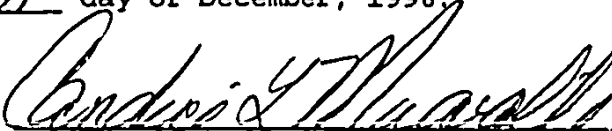

MICHAEL F. HERMANEK

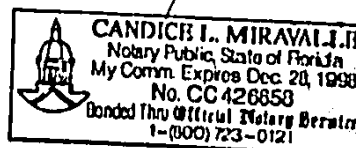

DUOL G. THACH

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL F. HERMANEK and DUOL G. THACH to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21st day of December, 1996.


Notary Public



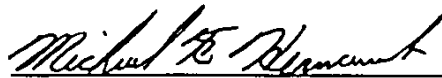
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 6034
Florida Statutes, the following is submitted:

That PAINT MANAGEMENT CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office at 117 E. 21st St., Riviera Beach, Palm Beach County, Florida 33404, has named MICHAEL F. HERMANEK, located at 117 E. 21st St., Riviera Beach, Palm Beach, Brevard County, Florida 33404, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



MICHAEL F. HERMANEK
Registered Agent

FILED
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TALLAHASSEE, FLORIDA