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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PERFECTION PAINTING AND RENOVATION, INC.

AUD3 IT NUMBER.....H97000001747

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 30 PM 12:48

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ARTICLES OF INCORPORATION H97000001747**PERFECTION PAINTING AND RENOVATION, INC.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I - NAME

The name of this corporation shall be:

PERFECTION PAINTING AND RENOVATION, INC.

ARTICLE II - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - STOCK

This corporation is authorized to issue 600 shares of common stock, each having a par value of \$1.00 which shall be designated common shares.

ARTICLE V - ADDRESS

The initial address of the principal office of the corporation is 2326 Alton Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation is:

Scott R. Bennett, Esquire
2000 So Dixie Highway
Suite 200
Miami, Florida 33133
(305) 854-3530

SCOTT B. BENNETT
2000 South Dixie Highway
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

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ARTICLE VI - DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

EMILIO GOMEZ
2326 Alton Road
Miami Beach, Florida 33140
President

DAVID W. CLARK
2326 Alton Road
Miami Beach, Florida 33140
Secretary/Treasurer

ARTICLE VII - SUBSCRIBERS

The name of the subscribers to these Articles of Incorporation are as follows:

Emilio Gomez	300 shares
David W. Clark	300 shares

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE IX - DIRECTORS' COMPENSATION

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Director of this Corporation.

ARTICLE X - AMENDMENT

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


EMILIO GOMEZ

DAVID W. CLARK

STATE OF FLORIDA)
)
COUNTY OF DADE)

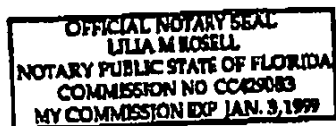
SS:

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BEFORE ME the undersigned authority, appeared **EMILIO GOMEZ** and **DAVID W. CLARK**, personally known to me to be the individual described herein and who acknowledged before me that she executed the foregoing for the purposes therein expressed.
SWORN AND SUBSCRIBED to before me this 21 day of January, 1997.


NOTARY PUBLIC,
State of Florida at large.

My Commission Expires:



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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.

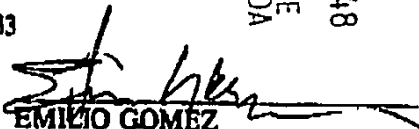
1. The name of the corporation is:


PERFECTION PAINTING AND RENOVATION, INC.

2. The name and address of the Registered Agent and Office

SCOTT B. BENNETT
2000 South Dixie Highway
Suite 200
Miami, Florida 33133

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EMILIO GOMEZ


DAVID W. CLARK

Date: 01-21-97

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.


SCOTT B. BENNETT

Date: 01-21-97

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