

**CORPORATE  
ACCESS,  
INC.**

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*Articles*

1.) Jacksonville Painter Supply, Inc.  
(CORPORATE NAME & DOCUMENT #)

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D. BROWN FEB 25 1997

**ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE PAINTER SUPPLY, INC.**

FILED  
SECRETARY OF STATE  
97 FEB 25 PM 3:57

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as an incorporation in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - Name**

The name of this corporation ("corporation") is "JACKSONVILLE PAINTER SUPPLY, INC."

**ARTICLE II - Principal Office**

The principal office and mailing address of this corporation is 3336 Lenox Avenue, Jacksonville, Florida 32254.

**ARTICLE III - Term of Existence**

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE IV - Capital Stock**

The maximum number of shares this corporation shall have authority to issue shall be 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holder thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

**ARTICLE V - Registered Office Registered Agent**

The address of the initial registered office of this corporation is 3336 Lenox Avenue, Jacksonville, Florida 32254 and the name of the initial registered agent at that address is Anthony W. Layton.

**ARTICLE VI - Board of Directors**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of three (3) members. Thereafter, the number of members may be either increased or decreased from time to time in the manner provided by the bylaws. The name and address of the initial members of this corporation are:

<u>Name</u>	<u>Address</u>
Anthony W. Layton	930 Orangewood Road, Jacksonville, FL 32259
Lynn P. Layton	930 Orangewood Road, Jacksonville, FL 32259
Virginia L. Suminski	400 Hickory Acres Lane, Jacksonville, FL 32259

**ARTICLE VII - Incorporator(s)**

The name and address of the persons signing these articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Anthony W. Layton	930 Orangewood Road, Jacksonville, FL 32259
Lynn P. Layton	930 Orangewood Road, Jacksonville, FL 32259
Virginia L. Suminski	400 Hickory Acres Lane, Jacksonville, FL 32259

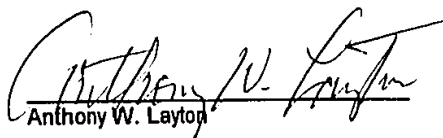
**ARTICLE VIII - Restraint on Alienation of Shares**

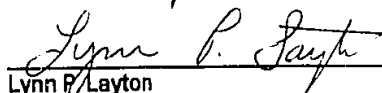
The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual unless it has been approved at a shareholder meeting especially called for that purpose.

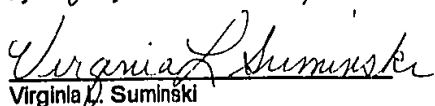
**ARTICLE IX - Amendment**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment thereto in the manner provided by law. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of Incorporation this 24 day of February, 1997.

  
Anthony W. Layton

  
Lynn P. Layton

  
Virginia L. Suminski

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing articles of incorporation was acknowledged before me this 24 day of February, 1997, by Anthony W. Layton, Lynn P. Layton and Virginia L. Suminski, who are personally known to me of who provided Fl. Drivers License as identification.



Joanna G. Houser  
MY COMMISSION # CC591906 EXPIRES  
October 12, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

Joanna G. Houser  
Notary Public, State of Florida  
My Commission Expires

[Notarial Seal]

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Jacksonville Painter Supply, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes 607.0501(3).

Date: 2/24/97

Name: Anthony W. Layton