



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

P970000036409

April 16, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Golden South Painters Inc.
P3361721 HEL

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-04/24/97--01080--007
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Golden South Painters Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 23 1997

[Signature]

ARTICLES OF INCORPORATION
OF
Golden South Painters Inc.

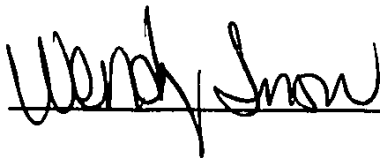
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be Golden South Painters Inc.
- SECOND: The address of the initial registered office of the corporation is 200-A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 216 N. Glen Arven Ave., Tampa, FL 33617.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 1 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Gary D. Helgeson 216 N. Glen Arven Ave., Tampa, FL 33617.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 15th day of April, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of April, 1997 by Wendy Snow.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000


Notary Public

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801-1151. (302) 575-0440.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Golden South Painters Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Tampa, State of
Florida, has named Larry Wolfe located at
200-A John Knox Rd., Tallahassee, FL 32303-6643
_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.



April 15, 1997
Date

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