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LAW OFFICES OF

DOWN & MANDINA, P.A.

Reply To:  
269 Giralda Avenue  
Suite 300  
Coral Gables, FL 33134  
444-8226  
Fax 444-6773

Craig T. Downs  
Joseph J. Mandina  
Kevin W. Whitehead

Hialeah Office  
4160 West 16th Avenue  
Suite 100  
Hialeah, FL 33012  
825-8223  
Fax 444-6773

May 13, 1997

Doris McDuffie  
Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

200002180472--7  
-05/15/97--01119--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. McDuffie:

Enclosed please find the Articles of Incorporation for Caribbean and Coating Systems, Inc., along with a check in the amount of \$122.50.

If you should have any questions, please do not hesitate to contact the undersigned.  
Thank you.

Sincerely,



Lisa Acosta,  
Paralegal,  
Craig T. Downs, Esquire

Dmc  
5/14/97

FILED  
97 MAY 14 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CARIBBEAN PAINTING AND COATING SYSTEMS, INC.**

**FILED**  
97 MAY 14 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is CARIBBEAN PAINTING AND COATING SYSTEMS, INC.

**ARTICLE II - DURATION**

The Duration of the corporation is perpetual.

**ARTICLE III - PURPOSE**

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

The purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is One thousand (1,000) all of which shall be common shares with a par value of one cent (.01).

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done with out issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - BY-LAWS**

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

#### **ARTICLE VII - PRINCIPAL**

The street address of the initial principle office of the corporation is 1221 Swan Ave., Miami Springs, Florida 33166.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

The number of directors constituting the initial Board of Directors of the corporation is one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

BRAD LYON	1221 SWAN AVE. MIAMI SPRINGS, FLORIDA 33166
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GREGORY DAYE	1221 SWAN AVE. MIAMI SPRINGS, FLORIDA 33166
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#### **ARTICLE IX - REGISTERED AGENT**

The name and address of the initial registered agent is:

CRAIG T. DOWNS	269 Giralda Avenue Suite 300 Coral Gables, Florida 33134
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**ARTICLE X - INCORPORATOR**

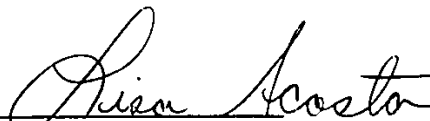
The name and address of the incorporator is:

CRAIG T. DOWNS 269 Giralda Avenue  
Suite 300  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these Article  
of Incorporation this 12<sup>th</sup> day of May, 1997.

  
CRAIG T. DOWNS, ESQUIRE

SWORN TO and SUBSCRIBED before me this 12 day of May, 1997  
at Miami, Dade County, Florida.

  
Notary Public, State  
of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL  
LISA ACOSTA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC28712  
MY COMMISSION EXPIRES MAY 1998

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and Agree to comply with the provisions of law relative to keeping open said office.

  
\_\_\_\_\_  
Craig T. Downs, Esquire

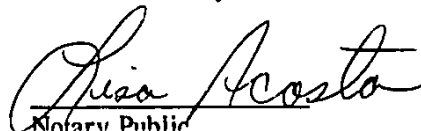
STATE OF FLORIDA }

} SS:

COUNTY OF DADE }

**BEFORE ME**, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared CRAIG T. DOWNS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of May, 1997.

  
\_\_\_\_\_  
Notary Public,  
State of Florida

My Commission expires:

OFFICIAL NOTARY SEAL  
LISA ACOSTA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC 12712  
MY COMMISSION EXPIRES 12/31/97