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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 12 AM 8:54

CLIFFORD BROWN
2711 NW 23RD STREET
FORT LAUDERDALE, FL 33311

May 2, 1997

Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

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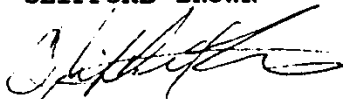
RE: BROWNS WALL COVERING, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of \$ 122.50 made payable to the Department of State. This includes incorporation fee and fee for a certified copy of Articles of Incorporation.

very truly yours,

CLIFFORD BROWN



Enclosures

Rp
5-15-97

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DIVISION OF CORPORATIONS

97 MAY 12 AM 8:56

**ARTICLES OF INCORPORATION
OF
BROWNS WALL COVERING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is BROWNS WALL COVERING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

C/O CLIFFORD BROWN
2711 NW 23RD STREET
FORT LAUDERDALE, FL 33311

ARTICLE III - CAPITAL STOCK

The corporation shall have the authority to issue 100 shares, all on one class of Capital Stock, with par value of \$ 1.00 per share.

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the initial registered office is:

CLIFFORD BROWN
2711 NW 23RD STREET
FORT LAUDERDALE, FL 33311

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

CLIFFORD BROWN
2711 NW 23RD STREET
FORT LAUDERDALE, FL 33311

ARTICLE VI - DIRECTORS

The number of directors constituting its initial Board of Directors is ONE (1) whose name and address ARE:

CLIFFORD BROWN
2711 NW 23RD STREET
FORT LAUDERDALE, FL 33311

ARTICLE VII - PURPOSE

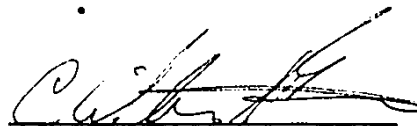
The purpose for which the corporation is organized is to engage in WALL COVERING AND PAINTING or business permitted under the laws of the United states and the State of Florida.

ARTICLE VIII - POWERS OF THE CORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting with no less than two-thirds (2/3) vote of the common stock.

The holders of the common stock of this corporation shall have pre-emptive right to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized share of common stock held by the holder to all shares of common stock currently authorized.

The undersigned has executed these Articles of Incorporation this May 2, 1997 .


CLIFFORD BROWN
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 307.0501,
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:

BROWNS WALL COVERING, INC.

2. The name and address of the registered agent and
office is:

CLIFFORD BROWN
2711 NW 23RD STREET
FORT LAUDERDALE, FL 33311


CLIFFORD BROWN

TITLE: REGISTERED AGENT

DATE: 5/8/97

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.


CLIFFORD BROWN

DATE: 5/8/97