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O: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: R & R PAINT AND BODY, INC.

AUDIT NUMBER.....H97000008948

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

CERT. OF STATUS..0

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EFFECTIVE DATE
5-27-97

FILED
97 MAY 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. 000000

MAY 30 1997

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ARTICLES OF INCORPORATION

OF

R & R PAINT AND BODY, INC.

EFFECTIVE DATE
5-27-97

FILED
97 MAY 20 PM 4:00
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is R & R PAINT AND BODY, INC.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Murray E. Shepard, Esq.
Shepard, Leskar & Levine, P.A.
409 S.E. 7th Street
Fort Lauderdale, FL 33301
(305) 467-8660
Florida Bar No. 359750

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Shepard, Leakar & Levine, P.A., 409 S.E. 7th Street, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Murray E. Shepard, Esq.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Three (3) Directors. 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) Director. The name and address of the initial Board of Directors of this Corporation are:

- a. Jonathan Lapidus
701 North Dixie Highway
Hallandale, FL 33005
- b. Rafael Dominguez
701 North Dixie Highway
Hallandale, FL 33005
- c. Nelson Lapidus
701 North Dixie Highway
Hallandale, FL 33005

ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 701 North Dixie Highway, Hallandale, FL 33009.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JONATHAN LAPIDUS
701 North Dixie Highway
Hallandale, FL 33009

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation
this 27 day of May, 1997.


JONATHAN LAPIDUS
Incorporator

STATE OF FLORIDA :
SS:
COUNTY OF BROWARD :

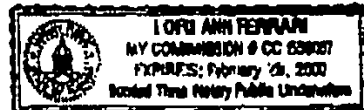
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth
above, personally appeared June Porter, known to me to be the person who executed the foregoing Articles
of Incorporation, and who produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County
aforesaid, this 27 day of May, 1997.


Notary Public State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT



Having been named to accept service of process for R & R PAINT AND BODY, INC. as designated in
the Articles of Incorporation, Murray E. Shepard, Esq., agrees to act in this capacity, and agrees to comply
with the provisions of Section 48.091 relative to keeping open such office.

Date: May 27, 1997.


Murray E. Shepard, Esq.

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STATE OF FLORIDA :

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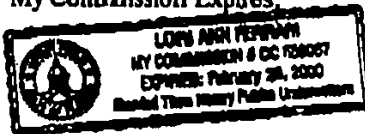
COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, Esq., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27 day of May, 1997.


Notary Public State of Florida

My Commission Expires:



FILED
97 MAY 20 PM 4:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

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