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ACCOUNT NO. : 072100000032

REFERENCE : 434252 8738A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : June 19, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 434252-005

CUSTOMER NO: 8738A

CUSTOMER: Roger Brown, Esq
CARPENTER & BROWN

Suite 100
701 East Commerical Boulevard
Fort Lauderdale, FL 33334

100002217061--6
-06/19/97--01043--015
****122.50 ****122.50

DOMESTIC FILING

NAME: MAJESTIC PAINTING &
WATERPROOFING OF BROWARD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

97 JUN 19 PM 1:29
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 19 AM 11:31
DIVISION OF CORPORATION

JUN 19 1997

LAW OFFICES
CARPENTER & BROWN, P.A.

ROGER L. BROWN
REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
TRIAL PRACTICE-GENERAL

DANIEL T. CARPENTER
WILLS AND ESTATE PLANNING
ESTATE LITIGATION
FAMILY LAW

SAAR BUILDING • SUITE 100
701 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33304
TELEPHONE (954) 771-1850
FAX (954) 491-3689

June 18, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: MAJESTIC WATER PROOFING & PAINTING OF BROWARD, INC.

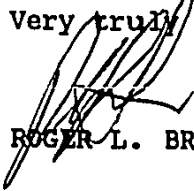
Gentlemen:

Enclosed please find two copies of the Articles of Incorporation regarding the above referenced corporation.

Also enclosed please find our check in the amount of \$122.50 to cover the filing fee (\$35.00), registered agent fee (\$35.00) and certified copy (\$52.50) for said corporation.

Please return a certified copy of the Articles of Incorporation to us as soon as possible.

Very truly yours,


ROGER L. BROWN

RLB/jb
Enclosures

FILED

97 JUN 19 PM 1:29

SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MAJESTIC PAINTING & WATERPROOFING OF BROWARD, INC.

ARTICLE I - NAME

The name of the corporation is **MAJESTIC PAINTING & WATERPROOFING OF BROWARD, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 5,000 shares of common stock having a par value of \$1.00 each, and such shall be designated "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property 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 thereof (as nearly as

may be done without issuance of fractional shares) at the price per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 802 N.E. 40th Court, Oakland Park, Florida 33334, and the name of the initial registered agent of this corporation at that address is W. KENT MARSHALL. The street address of the principal office of this corporation is 802 N.E. 40th Court, Oakland Park, Florida 33334.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

W. KENT MARSHALL
802 N.E. 40th Court
Oakland Park, Florida 33334

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is W. KENT MARSHALL, 802 N.E. 40th Court, Oakland Park, Florida 33334.

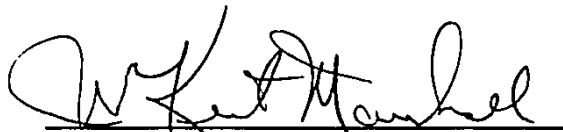
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

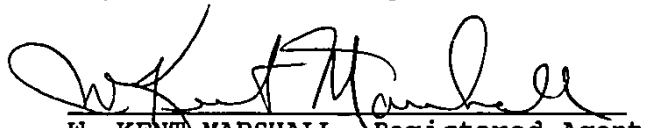
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 18 day of June, 1997.


W. KENT MARSHALL, Incorporator

ACCEPTANCE OF REGISTERED AGENT

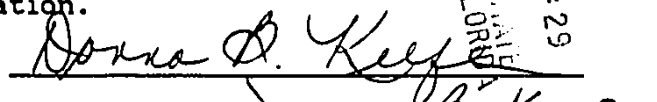
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


W. KENT MARSHALL, Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me by W. KENT MARSHALL, who is personally known to me or who has produced his Florida Driver's License as identification.


Printed Name: DONNA B. KEEFE

NOTARY PUBLIC

My Commission Expires:

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