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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MARK WHALEY PAINTING, INC.
AUDIT NUMBER.....H97000010467
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...0 PAGES..... 4
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ARTICLES OF INCORPORATION

of

MARK WHALEY PAINTING, INC.
(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: MARK WHALEY PAINTING INC.
Address: 9506 S. RED ROAD
MIAMI, FL. 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue FIFTY (50) Shares of TEN Dollar(s) (\$ 10.00) par value. Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: MARK E. WHALEY
Address: 9506 S. RED ROAD
City: MIAMI State: FL. Zip: 33156

red by

DOUGLAS CESTERLE (205) 645-7155

9506 S. Red Rd. Miami, FL 33156

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) directors 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 (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: MARK E. WHALEY
Address: 9506 So. RED ROAD
City: MIAMI State: FLORIDA Zip: 33156

Name: _____
Address: _____
City: _____ State: _____ Zip: _____

Name: _____
Address: _____
City: _____ State: _____ Zip: _____

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

Name: MARK E. WHALEY
Address: 9506 So. RED ROAD
City: MIAMI State: FLORIDA Zip: 33156

Name: _____
Address: _____
City: _____ State: _____ Zip: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20 day of JUNE, 1997.

Mark E. Whaley (Seal)

_____ (Seal)

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 CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

MARK WHALLEY PAINTING INC.

Pursuant to Florida Statutes, Section 48.091 and 607.034,
 the following is submitted: The above Corporation, desiring
 to organize under the laws of the State of Florida with its
 registered office as indicated in the Articles of Incorporation
 at: 9506 So. Red Oak

Miami, FL 33156

has named: MARK E. WHALLEY
 located at the aforesaid address, as its Registered Agent to
 accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
 stated Corporation at this place designated in this certificate,
 I hereby accept to act in this capacity, and agree to comply
 with the provisions of Florida Law in keeping open said office.

Mark E. Whalley
 Registered Agent

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