

P97000063457

Anthony P. Nicolella  
P.O. Box 558135  
Miami, FL 33255-8135

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Please find enclosed original articles of incorporation of Nicolella Painting, Inc. and one photo copy. Also find a check in the amount of \$78.75 to cover filling fee and cost of a certificate of status. Thank you in advance.



A. Nicolella

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FILED  
97 JUL 22 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 11, 1997

ANTHONY P. NICOLELLA  
P. O. BOX 558135  
MIAMI, FL 33255-8135

SUBJECT: NICOLELLA PAINTING, INC.  
Ref. Number: W97000016105

We have received your document for NICOLELLA PAINTING, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 697A00035850

ARTICLES OF INCORPORATION  
OF  
NICOLELLA PAINTING, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is NICOLELLA PAINTING, INC., (hereinafter known as "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE


The address of the principal office of this Corporation is 13780 S.W. 56 Street #210, Miami, Florida 33175 and the mailing address is P.O. Box 558135, Miami, Florida 33255.

ARTICLE 4 - INCORPORATOR

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

Anthony P. Nicolella  
13780 S.W. 56 Street #210  
Miami, Florida 33175

The undersigned has executed these Articles of Incorporation this 8th day of July, 1997.

  
Anthony P. Nicolella  
Incorporator

ARTICLES 5 - OFFICERS

The officers of the Corporation shall be:

President: Anthony P. Nicolella  
Vice President: Daisy Nicolella

whose addresses are 13780 S.W. 56 Street # 210, Miami, Florida 33175.

#### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Anthony P. Nicolella  
Daisy Nicolella

whose addresses are 13780 S.W. 56 Street, #210, Miami, Florida 33175.

#### ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR(\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of the stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation shall not be bound to recognize any equitable or other claim to, or invest in, such share or right on the part of any person, whether or not the corporation shall have notice thereof.

#### ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Corporation is, Anthony P. Nicolella, 13780 SW 56 Street # 210, Miami, Florida 33175.

#### ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE 14 - EFFECTIVE DATE

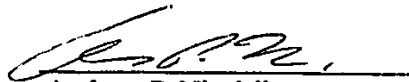
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Anthony P. Nicolella whose address is 13780 SW 56 Street, #210, Miami, Florida 33175 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Anthony P. Nicolella  
Registered Agent