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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: THE WALL PAINTERS, INC.

AUDIT NUMBER.....H97000012447

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 30, 1997

EMPIRE CORPORATE KIT CO

SUBJECT: THE WALL PAINTERS, INC.  
REF: W97000017589

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: H97000012447  
Letter Number: 297A00038942

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ARTICLES OF INCORPORATION  
OF  
H 9700 0012447 THE WALL PAINTERS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

**NAME**

The name of the Corporation is **THE WALL PAINTERS, INC.**, and the principal address is 10765 SW 108th Ave., #308, Miami, Florida 33176.

Article II

**DURATION**

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

**NATURE OF BUSINESS**

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

Article IV

**CAPITAL STOCK**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez, Esq.  
10621 N. Kendall Drive, Suite 208  
Miami, FL 33176

(305) 598-6577  
Fl. Bar No. 749060  
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EMPIRE CORPORATE KIT

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Article V

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10765 SW 108th Ave., #308, Miami, Florida 33176, and the name of the initial registered agent of this corporation is Rodrigo David Soto at this address.

Article VI

**DIRECTORS**

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Rodrigo David Soto President	10765 SW 108th Ave., #308 Miami, Florida 33176
Eliseo David Duarte Vice President and Secretary	10765 SW 108th Ave., #308 Miami, Florida 33176

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

**INCORPORATOR**

William J. Sanchez  
10621 N. Kendall Drive  
Suite 208  
Miami, Florida 33176

Article IX

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 30<sup>th</sup> day of July, 1997.

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State of Florida     )  
                              ) SS  
County of Dade     )

The following instrument was acknowledged and personally known before me this  
20<sup>th</sup> day of July, 1997.

*Driver's License of Mr. Soto*  
# S300-724-75377-0

*Yolanda Fernandez*  
Notary Public, State of Florida



YOLANDA FERNANDEZ  
My Commission CD488303  
Expires Sep. 23, 1999  
Bonded by AHS  
600-657-6878

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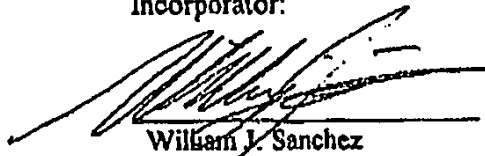
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In compliance with Section 48,901, Florida Statutes, the following is submitted.

The Wall Painters, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, with office located at 10765 SW, 108th Ave., #308, Miami, Florida 33176, has designated Rodrigo David Soto, as its agent and accept service of process within Florida.

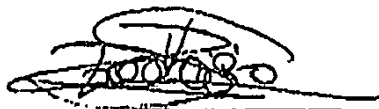
Incorporator:



William J. Sanchez

Date: July 30<sup>th</sup>, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Rodrigo David Soto

Date: July 30<sup>th</sup>, 1997

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