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TIMOTHY NICHOLAS THOMES, P.A.

ATTORNEY AND COUNSELOR AT LAW

99196 OVERSEAS HIGHWAY, SUITE 8

P.O. BOX 3318

KEY LARGO, FLORIDA 33037

KEY LARGO  
(305) 451-4053

FAX  
(305) 451-3766

August 13, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

700002269617--6  
-08/18/97--01075--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ARTICLES OF INCORPORATION  
Rock Harbor Paint & Wallpaper, Inc.

Dear Sir:

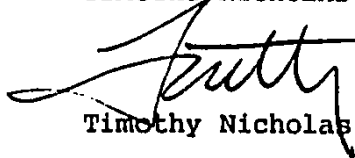
Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation. Also enclosed is my firm's check in the amount of \$122.50.

Please send a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope I have enclosed for your convenience.

Thank you for your kind assistance in this matter.

Very truly yours,

TIMOTHY NICHOLAS THOMES, P. A.



Timothy Nicholas Thomes

TNT:1km

Enclosures

AWL AUG 19 1997

FILED  
97 AUG 18 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF  
TALLAHASSEE.

ARTICLES OF INCORPORATION  
OF  
ROCK HARBOR PAINT & WALLPAPER, INC.

ARTICLE I

The name of this corporation is ROCK HARBOR PAINT & WALLPAPER, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business. The nature of business of this corporation is the paint and wallpaper business. The corporation's principal office and mailing address is:

99551 Overseas Highway, Key Largo, Florida 33037.

ARTICLE IV

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 99198 Overseas Highway, Suite #8, Key Largo, Florida 33037, and the name of the initial registered agent of this corporation is Timothy Nicholas Thomes,

#### ARTICLE VI

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 (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

#### ARTICLE VII

This corporation shall have one 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 home address of the initial director of this corporation is:

Sandra Jo Sherrill at 99551 Overseas Highway, Key Largo, Florida 33037.

#### ARTICLE VIII

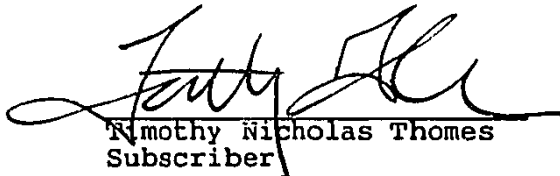
The name and address of the person signing these articles is: Timothy Nicholas Thomes, Esq., 99198 Overseas Highway, Suite #8, Key Largo, Florida 33037.

#### ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred in these articles of incorporation, or any amendment to them, and any

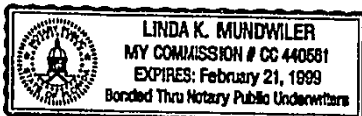
right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 14 day of August, 1997.

  
Timothy Nicholas Thomes  
Subscriber

STATE OF FLORIDA)  
                          ) ss:  
COUNTY OF MONROE)

I hereby certify that on this 14<sup>th</sup> day of August, 1997, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared TIMOTHY NICHOLAS THOMES, to me known to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation and he did take an oath.



  
NOTARY PUBLIC  
Linda K. Mundwiler

My Commission Expires: 02/21/99  
My Commission Number Is: CC 440581

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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In pursuance of Florida Statutes, the following is  
submitted, in compliance with said Act.

First -- ROCK HARBOR PAINT & WALLPAPER, INC., desiring  
to organize under the laws of the State of Florida with its  
principal office as indicated in the Articles of  
Incorporation at Key Largo, County of Monroe, State of  
Florida, has named TIMOTHY NICHOLAS THOMES, ESQ., located at  
99198 Overseas Highway, Suite #8, Key Largo, Florida 33037,  
County of Monroe, as its agent to accept service of process  
with this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the  
above for the above stated corporation, at place designated  
in this Certificate, I hereby accept to act in this capacity,  
and agree to comply with the provision of said Act relative  
to keeping open said office.

  
Timothy Nicholas Thomes

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97 AUG 18 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA