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ATTORNEY AND COUNSELOR AT LAW

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September 17, 1997

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


RE: WINTER PARK PAINTING AND WALLPAPERING, INC.

Dear Sir/Madam:

Enclosed, please find the Articles of Incorporation for Winter Park Painting and Wallpapering, Inc., with a copy.

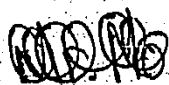
Please date stamp the copy as well as the original, and return in the envelope provided. Also enclosed is our check in the amount of \$70 to cover the filing fee.

Very truly yours,

  
William C. Malone, IV

WCM/ss

Enclosures



FILED  
97 OCT -9 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Suo GAVE  
AUTHORIZATION BY PHONE TO  
and print  
CORRECT  
DATE 10/10/97  
DOC. EXAM 14M

10/10/97

ARTICLES OF INCORPORATION  
OF  
WINTER PARK PAINTING AND WALLPAPERING, INC.

FILED  
97 OCT -9 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Winter Park Painting and Wallpapering, Inc. The Principal Office's address is: 2813 Salter Court, Orlando, Florida 32818.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares, par value \$1.00, of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or

Articles Of Incorporation Of Winter Park Painting and Wallpapering, Inc.

series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

Articles Of Incorporation Of Winter Park Painting and  
Wallpapering, Inc.

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Kristi Linn Dodd, 2813 Salter Court, Orlando, FL 32818

William R.C. Watson, 1417 Cardinal Road, Orlando, FL 32803-2307

William Morshead, 2813 Salter Court, Orlando, FL 32818

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 827 Menendez Court, Orlando, FL 32801.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: William C. Malone, IV.

Articles Of Incorporation Of Winter Park Painting and Wallpapering, Inc.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: William Arnholt Morshead, 2813 Salter Court, Orlando, FL 32818.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

William A. Morshead  
William Arnholt Morshead  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of October, 1997, by William Arnholt Morshead

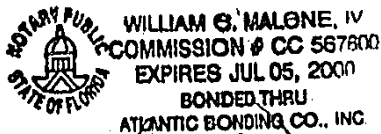
Notary Public-State of Florida:

Sign William G. Malone, IV

Print William G. Malone, IV

Personally Known ✓; or Produced Identification  
Type of Identification Produced: \_\_\_\_\_

Affix Seal Below:



Accepted by: William G. Malone, IV

Registered Agent

Articles of Incorporation Of Winter Park Painting and  
Wallpapering, Inc.

FILED  
97 OCT -9 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA