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ACCOUNT NO. : 072100000032

REFERENCE : 570378. 81094A
T. Morton. Typis

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : October 20, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 570378-005

CUSTOMER NO: 81094A

400002828854--0

CUSTOMER: Morton R. Goudiss, Esq
MORTON R. GOUDISS, ESQ

Suite 325
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: THE KEYS PAINT CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 OCT 20 11:11:48
TALLAHASSEE, FLORIDA

FILED
97 OCT 20 11:11:16
DIVISION OF CORPORATION

OCT 20 1997

ARTICLES OF INCORPORATION FOR
THE KEYS PAINT CENTER, INC.
a Florida Corporation

FILED
97 OCT 20 AM 11:48
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: THE KEYS PAINT CENTER INC., a Florida Corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1111 Lincoln Road, Suite 325, Miami Beach, Florida, 33139.

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: MORTON R. GOUDISS, ESQUIRE, 1111 Lincoln Road, Suite 325, Miami Beach, Florida, 33139.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: MORTON R. GOUDISS, 1111 Lincoln Road, Suite 325, Miami Beach, FL, 33139.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of October, 1997.


MORTON R. GOUDISS

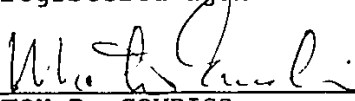
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: **THE KEYS PAINT CENTER, INC.**,
a Florida corporation.
2. The name and address of the registered agent and office is:

**MORTON R. GOUDISS, ESQUIRE
1111 Lincoln Rd., Suite 325
Miami Beach, FL 33139**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MORTON R. GOUDISS

October 10, 1997

1997
OCT 20 AM 11:48
TALLAHASSEE, FLORIDA