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ACCOUNT NO. : 072100000032  
REFERENCE : 625438 120053A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

FILED  
97 DEC -8 AM 11: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 8, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 625438-005

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-12/08/97--01041--016  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER NO: 120053A

CUSTOMER: David H. Jacoby, Esq  
DAVID H. JACOBY, ESQ

The Exchange - Suite 100  
1581 Robert J. Conlan Blvd., ne  
Palm Bay, FL 32905

DOMESTIC FILING

NAME: J & R PAINT AND WALLCOVERING,  
INC.

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 DEC -8 AM 10: 48  
DIVISION OF CORPORATION

me 12/8/97

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97 DEC -8 AM 11: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

J & R PAINT AND WALLCOVERING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is J & R PAINT AND WALLCOVERING, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock.

ARTICLE IV.- ADDRESS

The initial address of the principal office of this corporation is: 3128 Lake Washington Rd., #150, Melbourne, Florida 32934.


**ARTICLE V.- REGISTERED AGENT**

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

**ARTICLE VI.- LIMITATIONS ON CORPORATE STOCK**

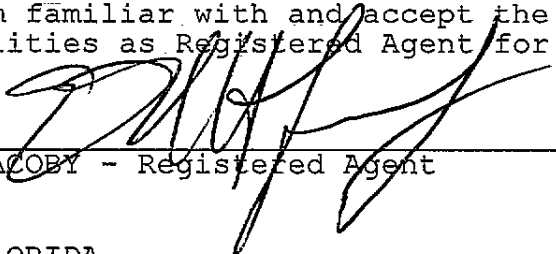
The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 3<sup>rd</sup> day of Dec., 1997.

  
VINCE NORMAN, Incorporator  
542 Sanderling Dr.  
Indianalantic, FL 32903

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



DAVID H. JACOBY - Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared VINCE NORMAN and DAVID H. JACOBY, to me known to be the persons described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.

*Kathleen A. Kessel*  
NOTARY PUBLIC  
My commission Expires:

NOTARY PUBLIC  
STATE OF FLORIDA  
Kathleen A. Kessel  
Notary Public, State of Florida  
Commission No. CC 355946  
My Commission Expires 03/15/98  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA