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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 PM 4:07

December 9, 1997

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

Re: MEGAS INDUSTRIAL PAINTING, INC.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for MEGAS INDUSTRIAL PAINTING, INC. and the Certificate Designating Registered Agent. I have also enclosed an extra copy of each to file stamp and return in the enclosed envelope at your earliest convenience.

Additionally, I am enclosing my check in the amount of \$78.75 to cover the filing fees for same.

Thank you for your assistance.

Yours truly,



DONALD E. SCHOLL

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ARTICLES OF INCORPORATION

OF

MEGAS INDUSTRIAL PAINTING, INC.

The undersigned, JOANNA M. KOURETSOS, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be MEGAS INDUSTRIAL PAINTING, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is to provide industrial painting services and to perform any other matters pertaining to such business enterprise. The corporation is also organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing and for the purpose of qualifying as a Minority Business Enterprise.

ARTICLE III. CAPITAL STOCK

The capital stock of this corporation shall consist of 1000 shares of common stock without par value.

The initial stockholders shall be JOANNA M. KOURETSOS. Initial stock issued shall be 1000 shares, allocated to JOANNA M. KOURETSOS. Shares of

stock may not be sold to any shareholder which would jeopardize the qualification of this Corporation as a Minority Business Enterprise.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and principal office of this corporation is 2817 Narcissus Drive, Holiday, Florida 34691, and the name of the initial registered agent of this corporation at that address is JOANNA M. KOURETSOS.

ARTICLE VI. MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholder of this corporation. This corporation shall have no directors.

ARTICLE VII. OFFICERS OF THE CORPORATION

The officers of the corporation shall be JOANNA M. KOURETSOS, President, JOANNA M. KOURETSOS, Secretary and JOANNA M. KOURETSOS, Treasurer.

ARTICLE VIII. STOCK RESTRICTION

At all times at least 51% of the stock of this corporation shall be held by a woman.

ARTICLE IX. INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation is:

JOANNA M. KOURETSOS
2817 NARCISSUS DRIVE
HOLIDAY, FLORIDA 34691

IN WITNESS WHEREOF, the undersigned has set her hand and seal and acknowledged these Articles of Incorporation and directs that they be delivered to the Department of State for the State of Florida, this 16 day of DECEMBER, 1997.


JOANNA M. KOURETSOS

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County above-named, JOANNA M. KOURETSOS, personally known to me or who has produced Fla Drio Lic. as identification, to be the person described as the incorporator in and to, and who executed the foregoing Articles of Incorporation, and acknowledged to be the incorporator signing such Articles of Incorporation.

WITNESS my hand and official seal at TARPON SPRINGS, PINELLAS
COUNTY, STATE OF FLORIDA, this 16 day of DECEMBER, 1997.

Clarice A. Gallas.

Notary Public

My Commission Expires:

CLARICE A. GALLAS
Notary Public, State of Florida
My Comm. Expires Mar. 16, 1998
No. CC 356384
Bonded Thru Official Notary Seal

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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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MEGAS INDUSTRIAL PAINTING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Holiday, State of Florida, has named JOANNA M. KOURETSOS, whose residence is located at 2817 Narcissus Drive, Holiday, Florida 34691, as its agent to accept service of process within Florida.

Signature: Joanna M. Kouretsos
JOANNA M. KOURETSOS
Title: Incorporator
Date: 12/16/97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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.

Joanna M. Kouretsos
Registered Agent - JOANNA M. KOURETSOS
Date 12/16/97