

LAW OFFICES
MORGAN & HENDRICK
317 WHITEHEAD STREET
KEY WEST, FLORIDA

HUGH J. MORGAN
JAMES T. HENDRICK
RALF G. BROOKES
WAYNE LARUE SMITH

W. CURRY HARRIS
(1907-1988)
HILARY U. ALBURY
(RETIRED)

P97000107427

December 19, 1997

Via Federal Express

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002379181--6
-12/22/97-01074--004
*****70.00 *****70.00

Re: Articles of Incorporation
Papa's Painting, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Papa's Painting, Inc. to be filed in the records of the Division of Corporations with an effective date of January 1, 1998. Also enclosed please find a check in the amount of \$70.00 for the applicable filing fee.

Finally, I enclose an addressed, stamped envelope for your convenience in returning the receipt for filing to me. Please contact me at (305) 296-5676 if you should have any questions regarding this request. I appreciate your assistance with this matter.

Sincerely,

Hugh J. Morgan

Hugh J. Morgan

Enclosures

cc: Mr. Darold Leto

EFFECTIVE DATE

01-01-98

FILED
97 DEC 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97/12-23-97

ARTICLES OF INCORPORATION

of

PAPA'S PAINTING, INC.

FILED
97 DEC 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, being a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be **PAPA'S PAINTING, INC.**

SECOND: This corporation may engage in any activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

THIRD: The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of voting common stock, each share having a par value of One Dollar (\$1.00).

FOURTH: The name and address of the undersigned subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Darold Leto

1712 North Roosevelt Boulevard
Key West, Florida 33040

FIFTH: This corporation shall have not less than one (1) nor more than seven (7) directors. The initial director, who shall serve until the shareholders elect successor director or directors, is:

NAME

ADDRESS

Darold Leto

1712 North Roosevelt Boulevard
Key West, Florida 33040

EFFECTIVE DATE

01-01-98

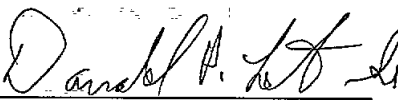
SIXTH: The street address of the registered office of this corporation is 317 Whitehead Street, Key West, Florida 33040, and the name of its Registered Agent at such address is Hugh J. Morgan.

SEVENTH: The principal office of the corporation shall be 1712 North Roosevelt Boulevard, Key West, Florida 33040.

EIGHTH: The duration of the corporation is perpetual. Corporate existence shall commence on January 1, 1998.

NINTH: These Articles of Incorporation may be amended in the manner provided by Florida law.

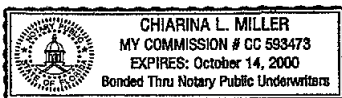
IN WITNESS WHEREOF, the undersigned have hereunto subscribed to these Articles of Incorporation, this 19th day of December, 1997.


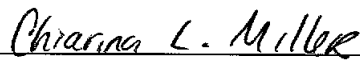

DAROLD LETO

STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 19th day of December, 1997, by Darold Leto, who is personally known to me OR who produced _____ as identification.

My Commission Expires: 10/14/2000



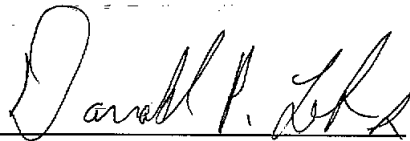

NOTARY PUBLIC - State of Florida

Print Name

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

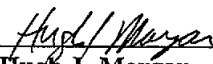
FIRST: That PAPA'S PAINTING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1712 North Roosevelt Boulevard, County of Monroe, State of Florida, has named Hugh J. Morgan whose address is 317 Whitehead Street, City of Key West, County of Monroe, State of Florida, as its Agent to accept service of process within this State.

DATED: December 19, 1997.


Darold Leto

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Hugh J. Morgan
Registered Agent

EFFECTIVE DATE

01-01-98

FILED
97 DEC 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA