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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 13 AM 11:53

Pioneer Painting of Naples, Inc.
9650 Victoria Lane Unit B-303
Naples, Florida 34109
(941) 732-9350

Date: February 10, 1998

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-02/13/98--01016--007
*****70.00 *****70.00

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

Re: Pioneer Painting of Naples, Inc.

Enclosed please find the Articles of Incorporation for Pioneer Painting of Naples, Inc.

A money order for \$70.00 is enclosed. Please return to us the charter number for the corporation. We do not require a certified copy.

Thank you for your time and cooperation.

Respectfully,

ILAN ALIAS

Ilan Alias
President

D. BROWN FEB 13 1998

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ARTICLES OF INCORPORATION
OF
PIONEER PAINTING OF NAPLES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

PIONEER PAINTING OF NAPLES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 9650 Victoria Lane Unit B-303, Naples, Florida 34109

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$.10 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9650 Victoria Lane Unit B-305, Naples, Florida, 34109, and the name of the initial registered agent of corporation at the address is Meir Alice. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have (4) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The name and street address of the initial directors are:

President: ILAN ALIAS, 9650 Victoria Lane, Unit B-303, Naples, Florida 34109

Vice: Justino Gonzalez, 9650 Victoria Lane, Unit B-303, Naples, Florida 34109

2nd Vice: Alejandro Santiago, 9650 Victoria Lane, Unit B-303, Naples, Florida 34109

Treasurer: Esteban Gomez, 9650 Victoria Lane, Unit B-303, Naples, Florida 34109

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Ilan Alias, 9650 Victoria Lane, Unit B-303, Naples, Florida 34109

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive rights created in article VI, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation on this 10th day of February, 1998.

ARTICLE XII

S ELECTION

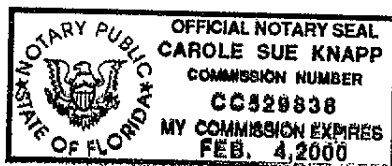
The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department, Internal Revenue Service.

ILAN ALIAS
Ilan Alias
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

~~FEB.~~ The foregoing instrument was acknowledged before me this 10th day of ~~April~~, 1998, by Ilan Alias, who is personally known to me or who has produced PERSONALLY (type of identification) as identification and who did take an oath.

(SEAL)



Carol Sue Knapp
NOTARY PUBLIC
My commission Expires:
Commission No:

CAROLE SUE KNAPP
Type or Printed Name of Notary

Certificate of Designation of Registered
Agent/Registered Office

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement, designating the registered office and registered agent in Florida.

1. The name of the corporation is Pioneer Painting of Naples, Inc.
2. The address of the registered office is 9650 Victoria Lane Unit B-303, Naples, Florida, 34109.
3. The name of the registered agent at the registered office is Meir Alice.

Dated: February 10, 1998

Pioneerr Painting of Naples, Inc.

meir Alice
Meir Alice

Having been named as registered agent and to accept service of process for the above-mentioned 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.

Dated: February 10, 1998

meir Alice
Meir Alice