

P98000020097

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

200002443552--9
-03/02/98--01020--002
***123.50 ***123.50

SUBJECT: IMPERIAL DECORATING-PAINTING PALM BEACH MAINTENANCE
(proposed corporate name) AND DECOR

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 123.50.

FROM:

MARIAN JANUS

Name (printed or typed)

2051 SW 15 ST # 202

Address

DEERFIELD BEACH FL 33442

City, State, & Zip

(954) 4283961

Telephone Number

FILED
98 MAR -2 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

[Handwritten signature]
3/2/98

**ARTICLES OF INCORPORATION OF
IMPERIAL DECORATING PAINTING PALM
BEACH MAINTENANCE & DECOR, CORPORATION**

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

ARTICLE I

The name of this corporation shall be:

**IMPERIAL DECORATING PAINTING PALM BEACH MAINTENANCE AND
DECOR, CORPORATION**

ARTICLE II

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all the things herein named and mentioned, as fully and to the same extent as a natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws of the United States of America and the State of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/11/01 BY 1045
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Adopt, change, amend and repeal by-laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage the same character business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses other rights or interests thereunder or therein. Take, hold, sell and convey such property as any be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government: while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets own its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted, directly or indirectly, or counted as outstanding for the purpose of any stockholder's quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether not such a business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, whether secured, and execute such mortgages or other instruments upon encumbering its property or credit to secure the payment of money borrowed or owing by it, as such occasion may require and the Board of Directors deem expedient.

Make gifts for the religious, educational, scientific or charitable purposes.

ARTICLE III

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be TEN THOUSAND shares of common stock of the par value of ONE DOLLAR each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall begin business with a capital of not less than one thousand dollars.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the County of Broward, State of Florida, with a post office address at 2051 SW 15 ST #212, Deerfield Beach, FL 33442, or other such places within or without the State of Florida as the Board of Directors shall, by appropriate action hereafter, from time to time determine.

ARTICLE VII

A. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of directors shall consist of one (1) or more members as determined from time to time by the majority of the corporate stockholders. A majority of the first Board of Directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of president, vice-president, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation who shall be chosen, serve for such term, and have such duties may prescribed by such by-laws.

D. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of stock present and voting.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAME

ADDRESS

MARIAN JANUS

2051 SW 15 ST #212
DEERFIELD BEACH, FL 33442

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

NAME

ADDRESS

MARIAN JANUS

2051 SW 15 ST #212
DEERFIELD BEACH, FL 33442

ARTICLE X

In the event that the corporation enters into contracts or transacts business with one or more of its directors are members employees, or which any other corporation or associates of which one or more of its directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; provided, however, that in any such case, the fact of such interest shall be disclosed to the other directors shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by reason of any such contract or transaction, nor shall any such director or directors be accounted for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been, upon terms that, at the time, were fair.

ARTICLE XI

Each director and officer the corporation, whether or not then in office shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon them in connection with or arising out of any claim, demand, action, suit or proceeding in which they may be involved or to which they may be made a party by reason of their being or having been a director or an officer of the corporation (said expenses to include attorneys; fees and the costs of reasonable settlements made with a view towards curtailment of costs) even if they are finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of their duty, as such officer or director. Such rights of indemnification shall be exclusive of any other rights to which a director or any officer may be entitled under by regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law and the rights of indemnification shall insure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by the reliance in good faith upon the financial statements of the corporation represented to them to be correct by an officer having charge of its books of account or financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall they be liable if, in good faith in determining the amount available for the dividends or distribution, they consider the assets to be of their book value

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign written statement manifesting their intention that a certain amendment these Articles of Incorporation be adopted.

ARTICLE XIV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all of the shareholders of the corporation entitled to vote the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors


ARTICLE XV

IN PURSUANCE WITH THE APPLICABLE LAW, THE FOLLOWING IS
SUBMITTED:

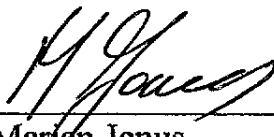
That the herein named corporations desiring to organize under the laws of the State of Florida with its principal business office, as indicated in the Articles Of Incorporation, has named as its agent for service of process within the state:

MARIAN JANUS
2051 SW 15 ST #212
DEERFIELD BEACH, FL 33442

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 agree to comply with the provisions of said Act relative to keeping said office open.


Marian Janus
Registered Residential Agent

IN WITNESS WHEREOF, the subscriber hereto has hereunto set his hand and seal this 25 day of February, 1998.


Marian Janus
First Stockholder

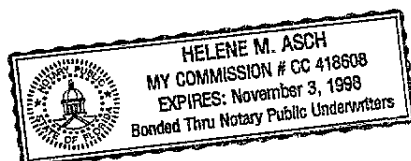
STATE OF FLORIDA


COUNTY OF ~~BROWARD~~ *Colm Beach*

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARIAN JANUS, to me well known to be the person described in, and who executed the foregoing Articles of Incorporation.

FLDL # 520-540-57-009-0-exp/99

WITNESS my hand and official seal in the State and County aforesaid this 26 of February, 1998.




Notary Public

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: IMPERIAL DECORATING PAINTING
PALM BEACH MAINTENANCE AND DECOR, Corporation

2. The name and address of the registered agent and office is:

MARIAN JANUS

(NAME)

2051 SW 15 ST # 212

(P.O. BOX NOT ACCEPTABLE)

DEERFIELD BEACH, FL 33442

(CITY/STATE/ZIP)

FILED
98 MAR -2 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE

MARIAN JANUS

DATE

2-25-98