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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

600002452216--5

-03/10/98--01048--007

*****70.00 *****70.00

SUBJECT:

ALL AMERICAN REFINISHING INCORPORATED

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND
A CHECK FOR \$70.00.

FROM

JIM HOLLAND
370 115TH AVE
TREASURE ISLAND, FL. 33706
(813)545-3838

FILED
98 MAR 10 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/11/98-JEM

ARTICLES OF INCORPORATION
OF
ALL AMERICAN REFINISHING INCORPORATED
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION,
EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE
THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS
OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS ALL AMERICAN REFINISHING INCORPORATED.

ARTICLE II

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN
ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED
UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE IV

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES
OF INCORPORATION ARE:

JOEL BARNES
7030 58TH STREET NORTH
PINELLAS PARK FL 33781

JIM HOLLAND
370 115TH AVE
TREASURE ISLAND, FL 33706

ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK AT ONE DOLLAR(\$1.00) PAR VALUE. ALL OF ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

ARTICLE VI

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS 370 115TH AVE. TREASURE ISLAND, FL. 33706. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE(1) DIRECTOR INITIALLY: THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE(1).

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

JOEL BARNES
7030 58TH STREET NORTH
PINELLAS PARK, FL. 33781

JIM HOLLAND
370 115TH AVE
TREASURE ISLAND, FL 33706

ARTICLE IX

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, JIM HOLLAND RESIDING AT 370 115TH AVE. TREASURE ISLAND, FL. 33706 IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT THE SAID JIM HOLLAND BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

ARTICLE X

IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

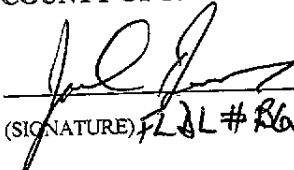
ARTICLES XI

THE 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 AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

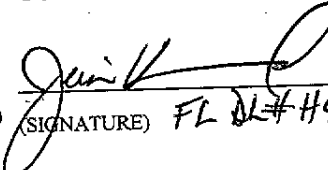
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED
THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE

6TH DAY OF MARCH, 1998

JOEL BARNES
STATE OF FLORIDA
COUNTY OF PINELLAS


(SIGNATURE) FL DL # B652-42736-52-0


JIM HOLLAND
STATE OF FLORIDA
COUNTY OF PINELLAS


(SIGNATURE) FL DL # H453-45254-091-0

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN
THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED JOEL BARNES AND JIM HOLLAND
AS REGISTERED AGENT OF ALL AMERICAN REFINISHING INCORPORATED, KNOWN TO ME AND
KNOWN BY ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING
INSTRUMENT AND HE ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THE SAME FOR THE
PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL THE

6TH DAY OF MARCH 1998





NOTARY PUBLIC

COMMISSION # _____

MY COMMISSION EXPIRES _____

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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:
ALL AMERICAN REFINISHING INCORPORATED

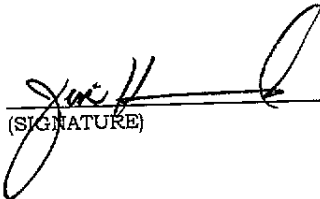
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

JIM HOLLAND

370 115TH AVE

TREASURE ISLAND, FL. 33706

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)

3-6-98
(DATE)

FILED
98 MAR 10 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA