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4/23/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

*The Now*  
NAME: ~~NEW~~ LOOK PAINTING, INC.

AUDIT NUMBER.....H9800007699

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

THE NOW LOOK PAINTING, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is THE NOW LOOK PAINTING, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 2126 N.W. 74 Terr. Miami, FL 33147.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

Russell Jacobs, Esq.  
Tools For Change  
P.O. Box 510605  
Miami, FL 33151  
Fla. Bar No. 0123722  
(305) 751-8934

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**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

**ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 2125 N.W. 74 Terr., Miami, FL 33147, and the registered agent at that office is JEROME ALLEN CAIN.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

**JEROME ALLEN CAIN  
2125 N.W. 74 TERR.  
MIAMI, FL 33147**

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JEROME ALLEN CAIN  
2125 N.W. 74 TERR.  
MIAMI, FL 33147

IN WITNESS WHEREOF, I, JEROME ALLEN CAIN, the undersigned incorporator, have signed these Articles of Incorporation on this 22 day of April, 1998, and acknowledged the same to be my act.

  
JEROME ALLEN CAIN

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 22 day of April, 1998 by JEROME ALLEN CAIN, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis  
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS  
My Commission CC407767  
Expires Sep. 15, 1998  
Bonded by HAI  
800-422-1855

**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 the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

THE NOW LOOK PAINTING, INC. desiring to organize under the laws of the State of Florida with its principal office at 2125 NW. 74 TERR., as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named JEROME ALLEN CAIN, at 2126 N.W. 74 TERR., in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

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.

BY: Jerome Allen Cain  
JEROME ALLEN CAIN

DATE: 4-22-98

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