

P98000060014

June 26, 1998

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32314

Re: Schrader-Stacey Spray Coatings, Inc.

Dear Sir:

400002579244--7  
-07/02/98--01027--010  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	\$ 35.00
	<u>\$122.50</u>

EFFECTIVE DATE  
6-26-98

Thank you for your cooperation in this matter.

Sincerely,

John G. Pierce

JGP:sp  
Enclosure

*Dmc*  
7/7/98

RECEIVED  
98 JUN 30 AM 8:33  
DIVISION OF CORPORATIONS

FILED  
98 JUN 30 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

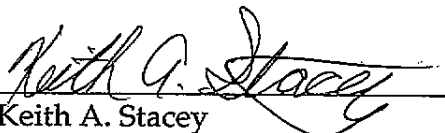
AFFIDAVIT OF STACEY SPRAY COATINGS, INC.

FILED  
98 JUN 30 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


COMES NOW, the Affiant, who after first being duly sworn, deposes and says:

1. The undersigned has personal knowledge of the facts contained herein as is over the age of eighteen (18).
2. The undersigned is the President of Stacey Spray Coatings, Inc.
3. Stacey Spray Coatings, Inc. has filed its Articles of Dissolution bearing a date of June 23, 1998, and is desirous of dissolving said corporation.
4. Stacey Spray Coatings, Inc. will not revoke the Articles of Dissolution.
5. Stacey Spray Coatings, Inc. hereby releases the use of its name to be effective immediately upon the filing of the Articles of Dissolution.

FURTHER AFFIANT SAYETH NOT.

  
Keith A. Stacey

Sworn to and subscribed before me this  
23<sup>rd</sup> day of June, 1998.

  
NOTARY PUBLIC  
STATE OF FLORIDA



Amy Marie Snitchler  
My Commission CC674264  
Expires August 21, 2001

ARTICLES OF INCORPORATION  
OF  
STACEY SPRAY COATINGS OF FLORIDA, INC.

FILED  
98 JUN 30 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **Stacey Spray Coatings of Florida, Inc.**

Article II - Duration

EFFECTIVE DATE

6-26-98

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue **1,000** shares of \$1.00 par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

#### Article V - Initial Registered Office and

##### Agent

The street address of the initial registered office of this corporation is 10250 Winder Trail, Orlando, Florida 32817, and the name of the registered agent of this corporation at that address is Keith A. Stacey. The principal place of business and the mailing address of this corporation is 10250 Winder Trail, Orlando, Florida 32817.

#### Article VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Keith A. Stacey, 10250 Winder Trail, Orlando, Florida 32817

Kathryn M. Stacey, 10250 Winder Trail, Orlando, Florida 32817

Dennis E. Howell, 10034 Cy Street, Apopka, Florida 32703

#### Article VII - Incorporator

The name and address of the person signing these Articles is Keith A. Stacey, 10250 Winder Trail, Orlando, Florida 32817.

#### Article VIII-By-laws

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

#### Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

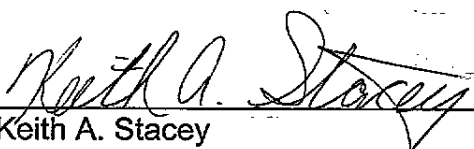
Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

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 as subject to this reservation.

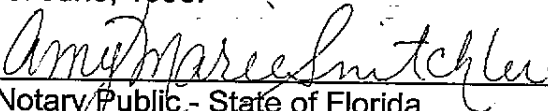
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of June, 1998.

  
Keith A. Stacey

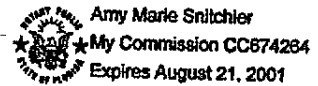
STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Keith A. Stacey, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 26th day of June, 1998.

  
\_\_\_\_\_  
Notary Public - State of Florida  
at Large.

My commission expires: \_\_\_\_\_



STATE OF FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and Directors.

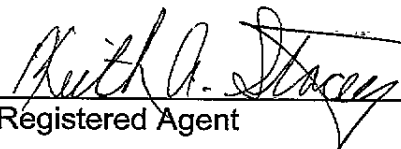
\_\_\_\_\_  
The following is submitted, in compliance with  
Chapter 48.09I, Florida Statutes

FILED  
98 JUN 30 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Stacey Spray Coatings of Florida, Inc., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 10250 Winder Trail, Orlando, Florida 32817, has named Keith A. Stacey, located at 10250 Winder Trail, Orlando, Florida 32817, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
Registered Agent