

Colleen A. White, Attorney at Law

P.O. Box 50031  
Jacksonville Beach, Florida 32240  
(904) 249-3991

P98000089031

September 28, 1998

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

600002667306--5  
-10/19/98--01105--013  
-\*\*\*78.75 \*\*\*78.75

RE: LARETTO PAINT & REPAIR, INC.

Dear Sir/Madam,

Enclosed is the original and two copies the Articles of Incorporation, By Laws, Resolution, and the Certificate of Designated Agent and a check in the amount of \$78.75 for the filing fee and the Certificate. I appreciate your assistance in this matter.

Again, thank you in advance and if you have any questions, please do not hesitate to contact me.

Sincerely,

*C. White*

Colleen A. White, Esq

CAW/day  
cc: Laretto Paint & Repair, Inc.

FILED  
98 OCT 19 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*9/30/98*

*685, 309, 611, 2554, 2555*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 30, 1998

COLLEEN A. WHITE, ESQ.  
P.O. BOX 50031  
JACKSONVILLE BEACH, FL 32240

SUBJECT: LARETTO PAINT & REPAIR, INC.  
Ref. Number: W98000022372

We have received your document for LARETTO PAINT & REPAIR, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The name of the entity must be identical throughout the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must have a Florida street address. A post office box is not acceptable.

Bylaws are not filed with this office. Please retain them for your records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 498A00048998

*10.14.98  
I sent the  
check in earlier  
thanks for your  
help -  
Colleen*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

LARETTO PAINT & REPAIR, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I  
NAME

The name of the corporation shall be: LARETTO PAINT & REPAIR, INC.

Article II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Principal office is 2963 Collier Avenue, Jacksonville, Florida, 32205.

Article III  
STOCK

The Number of shares the corporation is authorized to issue is one hundred (100), all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all of the issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

Shareholders shall have no preemptive rights and cumulative voting shall not be permitted.

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article IV  
REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office and the name of its initial registered agent is Colleen A. White, Attorney at Law, P.O. Box 50031, Jacksonville Beach, Florida 32240 and 2731 Madrid St., Jacksonville Beach, FL 32250.

Article V  
INCORPORATORS

The name and street address of the incorporator to the corporation is: Colleen A. White, Attorney at Law, P.O. Box 50031, Jacksonville Beach, Florida 32240 and 2731 Madrid St., Jacksonville Beach, FL 32250.

Article VI  
DIRECTORS

The number of the initial Board of Directors shall be Two (2). The number of Directors may be increased or decreased from time to time by bylaws adopted by the shareholders. The names and residences of the Directors for the first years and until their successors shall have been elected and shall have accepted office are as follows:

Ken Laretto - President, Treasurer  
2963 Collier Avenue  
Jacksonville, FL 32205

Jennifer Larett - Secretary  
2963 Collier Avenue  
Jacksonville, FL 32205

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

A. Adopt the initial Bylaws of the corporation. Further the Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

B. In general, to manage the affairs of said corporation in such a manner as shall be deemed advisable by said Board.

Article VII  
PURPOSE

The purpose for which the corporation is organized is as follows: in the business to paint and repair both residential and commercial properties.

Article VIII  
POWERS

The corporation shall have all of the common law and statutory powers of a corporation for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Article IX  
LIABILITY

The Board of Directors is hereby specifically authorized to make provision of indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article XI  
TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 7 day of October, 1998.



Incorporator  
Colleen A. White, Esq.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

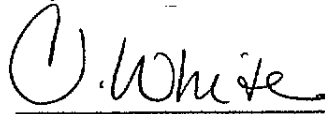
CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, 607.0501 and 607.0505, Florida Statutes, the following  
is submitted:

LARETTO PAINT & REPAIR, INC. , desiring to organize or qualify under the laws  
of the State of Florida hereby designates COLLEEN A. WHITE, Attorney at Law, as its registered  
agent to accept service of process within the State of Florida and the address of its registered office  
shall be P.O. Box 50031, Jacksonville Beach, Florida 32240 OR 2731 Madrid Street, Jacksonville  
Beach, Florida 32250.

Having been named as registered agent to accept service of process for the above stated  
corporation, at the place designated in the certificate, I hereby agree to accept the appointment as  
registered agent and agree to act in this capacity. I further agree to comply with the provisions of  
the statutes relating to the proper and complete performance of my duties, and I am familiar with  
and accept the obligations on my position as registered agent.

Dated this 24 day of August, 1998.

  
COLLEEN A. WHITE, ESQ.