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SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

October 26, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200002673982-9
-10/28/98-01015-013
***122.50 ***78.75

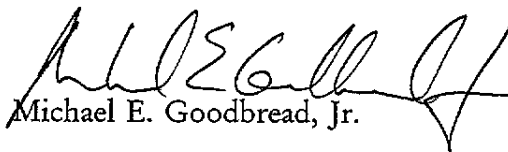
Re: Ziegler Painting, Inc.

To Whom It May Concern:

Enclosed please find executed Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$122.50 for filing fees made payable to the Secretary of State of Florida. We would appreciate your return of a certified copy of the filed Articles of Incorporation in the self-addressed, stamped envelope provided.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,


Michael E. Goodbread, Jr.

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Enclosures

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ARTICLES OF INCORPORATION
OF
ZIEGLER PAINTING, INC.

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ARTICLE I.

NAME

The name of this corporation is Ziegler Painting, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 4826 Marsh Hammock Drive West, Jacksonville, Florida 32224.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of One Cent (\$.01) per share. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by its Board of Directors.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 4826 Marsh Hammock Drive West, Jacksonville, Florida 32224, and the name of the initial registered agent of this corporation at that address is Charles W. Ziegler. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.
INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Charles W. Ziegler

ADDRESS

4826 Marsh Hammock Drive West
Jacksonville, Florida 32224

ARTICLE VII.
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and affixed his seal this 26th day of October, 1998.

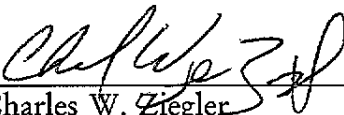


Charles W. Ziegler
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
ZIEGLER PAINTING, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1997), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Ziegler Painting, Inc., a corporation organized under the laws of the state of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 4826 Marsh Hammock Drive West, Jacksonville, Florida 32224.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 26th day of October, 1998.



Charles W. Ziegler
Registered Agent

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