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PAUL THILEM & CO
6554 NW 43RD COURT
CORAL SPRINGS, FL 33067
TEL. (954) 255-5435
FAX (954) 255-0299

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 11:45

Name of Person to contact:	Paul Thilem
Address & Phone Number:	as above
Amount of Money Sent:	\$122.50

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****122.50 *****78.75

11-24
MS

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I, NAME

THE NAME OF THIS CORPORATION SHALL BE:
ALL IN COLORS USA, INC.

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV, INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLES V, TERM OF EXISTENCE

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI, ADDRESS

THE INITIAL STREET ADDRESS IN THE STATE OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE: 61 NW 43RD ST.
OAKLAND PARK CITY, FL 33309

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THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY.

THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION:

ENOC CHAVEZ
61 NW 47TH ST
OAKLAND PARK CITY, FL 33309

ARTICLE VIII, INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATORS:

ENOC CHAVEZ
61 NW 47TH ST
OAKLAND PARK CITY, FL 33309

ARTICLE IX, BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X, AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IN SUBJECT TO THIS RESERVATION.

ARTICLE XI, S CORPORATION

THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE INTERNAL REVENUE CODE.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT, PAUL THILEM, LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067, ACCEPTS THIS POSITION AS SIGNED BELOW:



PAUL THILEM

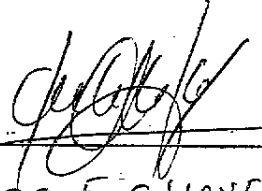
THE REGISTERED OFFICE WILL BE LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067.



PAUL THILEM

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98 NOV 20 AM 11:46

IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING INCORPORATORS, HAVE HEREINTO SET OUR HANDS AND SEALS THIS 12th DAY OF NOV. 1998 FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION, AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.


ENOC F. CHAVEZ
SS# 258-52-0791
Address: 61NW 4781
OAKLAND PARK CITY
FL 33309 TEL: 776-3612

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 12th DAY OF NOV. 1998

NOTARY PUBLIC



RAHIM TAJALLI
COMMISSION # CC 664495
EXPIRES JUL 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.