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WAYNE DEESE PAINTING, INC.

86 Middle Road  
Jacksonville, Florida 32254  
Phone 1-904-783-6213

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 3, 1998

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-11/24/98--01078--004  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Division of Corporations  
Florida Dept. of State  
P. O. Box 6327  
Tallahassee, Florida 32314

OR: Overnight Address:  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Wayne Deese Painting, Inc.

To Whom It May Concern;

Enclosed please find the original and one copy of the Articles of Incorporation for WAYNE DEESE PAINTING, INC. I have also enclosed my firm's check in the sum of \$78.50, made payable to the Secretary of State. Please file same and return the certified copy of the Articles to my office, as soon as practical. A return postage paid overnight envelope is enclosed.

Thank you for your time and assistance.

Sincerely yours,

Donald W. Deese

Enclosures:

P Hall  
DEC - 1 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**WAYNE DEESE PAINTING, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being of full age, do hereby associate ourselves together, and do hereby agree for ourselves, our associates and our assigns, to become a corporation for profit under the laws of the State of Florida, by and under the provisions and statutes of that State, providing for the formation, liability rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions hereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

**ARTICLE I**

NAME OF CORPORATION: The name of this corporation shall be:

**WAYNE DEESE PAINTING, INC.**

**ARTICLE II**

GENERAL NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation shall be to carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and it is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

**ARTICLE III**

STOCK: The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred

(500) Shares of common stock with a nominal or par value of Ten (\$10.00) Dollars per share.

#### ARTICLE IV

CORPORATION EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V

ADDRESS OF CORPORATION: The street address of the principal office of this corporation is **86 Middle Road, Jacksonville, Fl 32254**

#### ARTICLE VI

INITIAL REGISTERED AGENT: The name and address of the initial registered agent of this corporation is **Donald W. Deese, 86 Middle Road, Jacksonville, Fl., 32254**

#### ARTICLE VII

DIRECTORS: This corporation shall have four (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than two (2 ).

The name and address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Donald W. Deese	86 Middle Road	President/Treasure
Doris Deese	86 Middle Road	Vice Pres./ Secretary

#### ARTICLE VIII

SUBSCRIBERS: The name and address of each subscriber to the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Donald W. Deese	86 Middle Rd., Jacksonville, Fl	70%
Doris Deese	86 Middle Rd., Jacksonville, Fl	30%

#### **ARTICLE IX**

SELF-DEALING: No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, in or any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

#### **ARTICLE X**

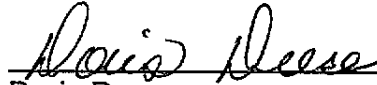
AMENDMENT: These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the

stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the subscribers, hereunto set our hands and seals this 23 day of November, 1998.



Donald W. Deese

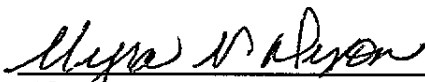


Doris Deese

**STATE OF FLORIDA  
COUNTY OF DUVAL**

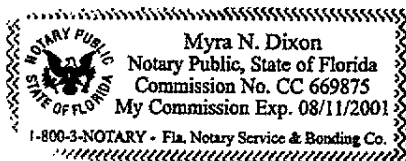
I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Donald W. Deese, and Doris Deese, to me known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles.

WITNESS my hand and official seal on this 23 day of November 1998, at Jacksonville, Florida.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

FILED

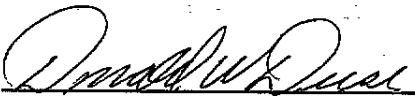
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That, **WAYNE DEESE PAINTING, INC.** desiring to organize under the laws of the State of Florida, with its principal office being, **86 Middle Road**, Jacksonville, Duval County, Florida, has named **DONALD W. DEESE**, as its agent to accept services of process within this state.

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby certify that I am a permanent resident of Duval County, Florida and hereby accept the designation as Resident Agent.

BY:   
Donald W. Deese

Dated: 11-23-98