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March 12, 1999

DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

400002806044--6

-03/15/99-01110-001
*****70.00 *****70.00

Re: Paint It All Enterprise, Inc.

Dear Sir or Madam:

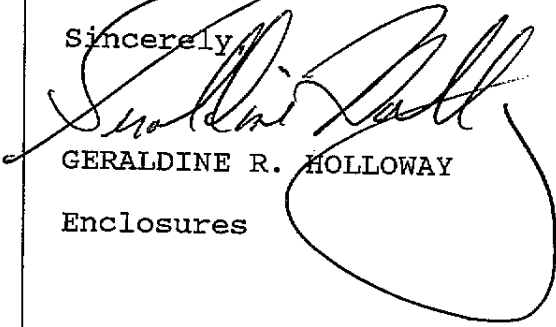
Please find enclosed the original and one copy of Articles of Incorporation for the above-named Corporation, together with a check in the total amount of \$70.00, for the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified copy/Articles of Incorporation	52.50

Kindly stamp the copy of the Articles with the date of filing and return in the enclosed envelope.

Thank you for your courtesies in this regard.

Sincerely,


GERALDINE R. HOLLOWAY

Enclosures

FILED
99 MAR 15 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PAINT IT ALL ENTERPRISE, INC.

FILED
99-MAR-15 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation will be: **PAINT IT ALL ENTERPRISE, INC.**

ARTICLE TWO

The corporation will have perpetual existence unless sooner dissolved according to law, and will commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which will be designated "Common Stock."

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds will have the right to purchase his pro rata

share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The address of the Corporation's principal office and initial registered office, and its mailing address is 4524 W. Minnehaha Street, Tampa, FL 33614. The name of the initial registered agent of the Corporation located at its registered office is Christine H. Dolan.

ARTICLE SEVEN

This corporation will have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws of this corporation, but will never be less than one. The name and address of the initial directors of this corporation are:

Greg Johnston	4524 W. Minnehaha Street Tampa, FL 33614
Christine H. Dolan	4524 W. Minnehaha Street Tampa, FL 33614

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, will hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

<u>NAME and OFFICE</u>	<u>STREET ADDRESS</u>
Greg Johnston/President	4524 W. Minnehaha Street Tampa, FL 33614
Christine H. Dolan Secretary/Treasurer	4524 W. Minnehaha Street Tampa, FL 33614

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board personally, by means of conference telephones, or as otherwise provided by law.

ARTICLE TEN

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

ARTICLE ELEVEN

This corporation will indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

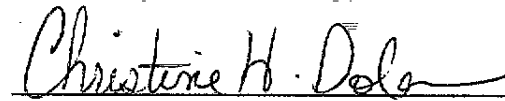
ARTICLE TWELVE

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 is subject to this reservation.

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation are CHRISTINE H. DOLAN, 4524 W. Minnehaha Street, Tampa, FL 33614.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 5th Day of MARCH, 1999.

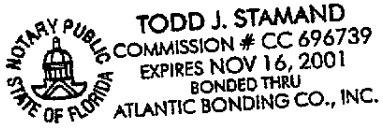

CHRISTINE H. DOLAN,
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were SWORN TO AND SUBSCRIBED before

me this 5th Day of MARCH, 1999, by CHRISTINE H. DOLAN, who is
personally known to me, or produced _____ as identification.



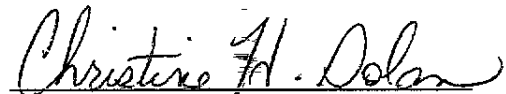
Todd J. Stamand
Notary Public
My Commission Expires: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT**

OF

PAINT IT ALL ENTERPRISE, INC.

Pursuant to Section 607.0501 of the General Corporation Act, the above-named Corporation, desiring to organize under the laws of the State of Florida, with its registered office at 4524 W. Minnehaha Street, Tampa, FL 33614, has named CHRISTINE H. DOLAN at such address, as its agent to accept service of process within the State of Florida. —

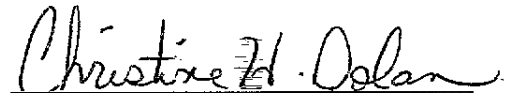


CHRISTINE H. DOLAN,
Incorporator

ACCEPTANCE OF DESIGNATION

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act.

DATED THIS 8th Day of MARCH, 1999. —



CHRISTINE H. DOLAN,
Registered Agent —

FILED
99 MAR 15 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA