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BUTLER LEGAL CENTERS

SINCE 1956

7605 N. NEBRASKA AVE.

TAMPA, FL 33604

(813) 237-8475

FAX: (813) 237-6069

OF

OLLIE BEN BUTLER, JR., P.A.

March 8, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/15/99-01054-011

****122.50 *****78.75

RE: GENE F. JOHNSTON PAINTING, INC.

Gentlemen:

I enclose herewith Original and one (1) copy of Articles of Incorporation of the above corporation and my check in the amount of \$122.50.

Please file and return a certified copy to me.

Sincerely,

Ollie Ben Butler

OLLIE BEN BUTLER, JR.

Copy to:

File

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION.
OF
GENE F. JOHNSTON PAINTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: GENE F. JOHNSTON PAINTING, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is enter into painting contracts for painting any structure or item, to buy, sell and trade any product related to painting, to buy, sell and trade any item, property, real or personal, and to engage in any and all busness related to the foregoing enterprise and to engage in any and all business permitted under the laws of the State of Florida and the Corporation shall have all the powers allowed it under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$100.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

OLLIE BEN BUTLER, JR.
10105 Main Street
Thonotosassa, FL 33592
(813) 986-7846

The street address and mailing address of the initial Registered Office of this Corporation shall be

9920 Harney Road
Thonotosassa, Florida 33592

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and may from time to time appoint a different Registered Agent.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Earl Blanton
12903 Fairgreen Road
Dover, FL 33527

Russel W. Blanton
9922 Harney Road
Thonotosassa, FL 33592

GENE F. Johnston
9920 Harney Road
Yhonotosassa, FL 33592

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

GENE F. Johnston
9920 Harney Road
Thonotosassa, FL 33592

ARTICLE IX. INITIAL OFFICERS.

The initial officers of this corporation shall be:

GENE F. Johnston
9920 Harney Road
Thonotosassa, FL 33592

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Provided, however, that an amendment of the provisions in Article X herein shall require an approval of eighty percent (80%) of the outstanding shares.

ARTICLE XI. SPECIAL PROVISIONS.

No director, officer, employee or agent of the corporation shall take or be authorized to take any of the three following actions without approval, by vote, of eighty percent (80%) of the outstanding shares:

1. Sale of equipment or lots of equipment with an aggregate fair market value of fifteen thousand dollars (\$15,000.00) or more.

2. Incur a debt for the corporation of ten thousand

dollars (\$10,000.00) or more or obligate the corporation to pay a debt of ten thousand dollars (\$10,000.00) or more.

3. Sell all or substantially all of the assets of the corporation.

ARTICLE XI. SALE OF STOCKS BY SHAREHOLDERS

The corporation and the stockholders of the corporation shall have the right of first refusal for all stock in the corporation to be sold or transferred by any stockholder. The decision whether or not to purchase said stock shall be made within a reasonable time after notice is given to the corporation of the desire to sell the stock. Any stock purchased in pursuance to this provision shall be purchased for the fair market value of said stock. If the corporation or any of the stockholders do not exercise the right to purchase the stock, then said stock may be sold by the seller to the buyer of his choice.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the dates by each name.

March 1, 1999
Date

Gene F Johnston
GENE F. JOHNSTON, Incorporator

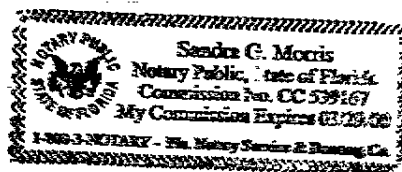
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared GENE F. JOHNSTON, to me known to be the person described as an Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 1st day of March, 1999.

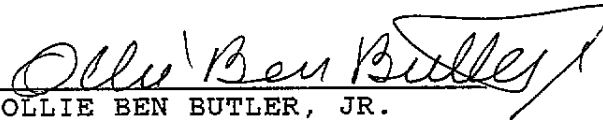
Sandra G Morris
Notary Public

(SEAL)

My commission expires:



The undersigned accepts the appointment as Registered Agent as set forth in the preceding Articles of Incorporation on this 1st day of March, 1999.



OLLIE BEN BUTLER, JR.
ATTORNEY AT LAW
10105 Main Street
Thonotosassa, FL 33592
(813) 633-1676

FILED

99 MAR 15 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA