

Schain and Company
Certified Public Accountants

2699 Stirling Road, Suite B-206
Fort Lauderdale, Florida 33312
Tel. (305) 962-0611
Fax. (305) 962-0699

70 North Putt Corners Road
P.O. Box 417
New Paltz, New York 12561
Tel. (914) 255-5888
Fax. (914) 255-5983

March 13, 1999

800002808709---7
-03/17/99--01030--011
*****122.50 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

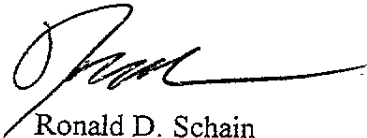
RE: INCORPORATION OF CALIFORNIA PAINTBOX OF KENDALL, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50

Please return all correspondence concerning this matter to me at the above address.

Sincerely,



Ronald D. Schain

RDS:tpk

March 13, 1999
Date

FILED
99 MAR 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PH/3/23/99

ARTICLES OF INCORPORATION
OF
CALIFORNIA PAINTBOX OF KENDALL, INC.

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

FILED
99 MAR 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be California Paintbox of Kendall, Inc.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in every aspect related to the selling of general merchandise in the State of Florida and wherever else lawful, and in connection therewith to own property, to enter into contracts, an to transact any lawful business related thereto.

ARTICLE III - EXISTENCE

The duration of existence of the corporation is perpetual, unless sooner dissolved according to Florida law.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida 33312.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VII - INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida, 33181, and the name of the initial registered agent of this

PAGE 1 - ARTICLES OF INCORPORATION

corporation at that address is Mr. Ronald Schain.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312

ARTICLE IX - BOARD OF DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one (1). The initial board of directors shall consist of three (3) directors whose name and addresses are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Mindy R. Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312
Susan Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312

ARTICLE X - INITIAL OFFICERS

The name(s) and address(es) of the initial Officer(s) of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
Mindy R. Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312	President and Secretary
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312	Treasurer

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XII - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock. The bylaws of the corporation may be amended, altered or repealed by majority vote of either the directors or the shareholders of this corporation.

PAGE 2 - ARTICLES OF INCORPORATION

ARTICLE XIII - CORPORATE POWERS

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications.

ARTICLE XIV - MEETINGS

Any action required or permitted by law to be taken at a quarterly, annual, or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors.

ARTICLE XV - QUALIFICATIONS OF SHAREHOLDERS

The shares of this corporation may be issued, owned and registered in the name of any individual who is duly authorized in the State of Florida. In the event that a shareholder:

- (a) sells, transfers, hypothecates, or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of this corporation to any person ineligible by law or by virtue of these Articles of Incorporation, the corporation's bylaws or shareholders agreements to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, the bylaws of this corporation or shareholder agreements, or
- (b) suffers an execution to be levied upon his shares or such shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder;

then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this corporation and the shareholder or other person in possession of such shares shall be entitled only to receive payment for the value of such shares which, in the absence of bylaw provision or written agreement among its shareholders, shall be the book value thereof as of the last day preceding the month in which any of the events enumerated above occurs. The shareholder whose shares become so forfeited and are so canceled by the corporation shall forthwith cease to be a shareholder and, except to receive payment for his shares in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

ARTICLE XVI - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that

PAGE 3 - ARTICLES OF INCORPORATION

he or she is or was a director, officer, or incorporator of this corporation against expenses (including attorney fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

ARTICLE XVII - LIABILITY

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida General Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida General Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida General Corporation Act, as so amended.

ARTICLE XVIII - COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

In Witness Whereof, the undersigned, as Incorporator, has executed these Articles of Incorporation this 10 day of March, 1999.

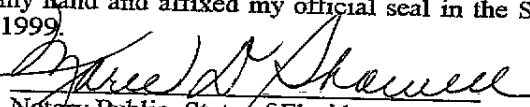

Ronald Schain, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald Schain, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 10 day of March, 1999.


Notary Public, State of Florida
At Large

MARIE D SHOWELL

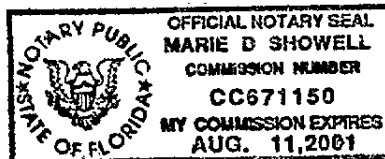
Written Name of Notary

10325 SW 50 ST

Address of Notary

COOPER CITY FL 33328

PAGE 4 - ARTICLES OF INCORPORATION

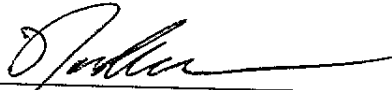


ACCEPTANCE AS REGISTERED AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

California Paintbox of Kendall, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Ronald Schain, who is located at 2699 Stirling Rd., Suite 206B, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUS RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ronald Schain

FILED
99 MAR 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From: Mindy R. Schain

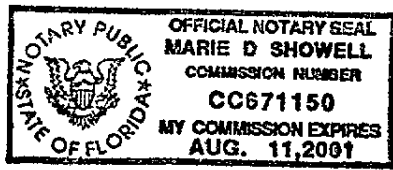
To: Susan Schain

Page 5 of 6 Monday, March 08, 1999 11:51:04 PM

Commission Number/Notary

Marie D. Showell

My Commission Expires:



PAGE 5 - ARTICLES OF INCORPORATION