

P99000027609

March 15, 1999

Jill Cuomo
4319 13th Ave S.W.
Naples, FL 34116

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

Re: Request to Register New Corporation

000002813460--3
-03/22/99--01097--007
****122.50 *****78.75

Gentlemen:

I have enclosed the articles of incorporation and registered agent application for this new corporation, Majestic Wall Surfaces, Inc. A check for \$122.50 is enclosed for the required filing fees. Please register this new entity as soon as possible.

Sincerely,

Wanda L. Reeves

Wanda L. Reeves
Accounting & Clerical
by Reeves & Associates, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 2:24

D. BROWN MAR 25 1999

ARTICLES OF INCORPORATION

OF

MAJESTIC WALL SURFACES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 2:24

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of MAJESTIC WALL SERVICES INC., does hereby set forth and declare:

CHARTER

ARTICLE I

The name of the corporation shall be MAJESTIC WALL SURFACES, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The authorized capital stock which the corporation may issue shall be Seventy five hundred shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

ARTICLE IV

The corporation shall commence business on filing with the Secretary of State.

ARTICLE V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE VI

The principle place for the transaction of its business shall be at 4319 13th Avenue S. W., Naples, Florida, County of Collier, in the State of Florida. The said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution, designate. The mailing address is 4319 13th Avenue S. W., Naples, Florida 34116.

ARTICLE VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws. The name and post office address of the initial Director is as follows:

JILL L. CUOMO

4319 13th Avenue S. W.
Naples, Florida 34116

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, Secretary and a Treasurer and such other officers, agents and factors who shall be chosen in such a manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

JILL L. CUOMO

PRESIDENT, SECRETARY

JAY M. GOLDSCHMITT

VICE-PRESIDENT, TREASURER

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken is as follows:

JILL L. CUOMO

50 Shares

JAY M. GOLDSCHMITT

50 Shares

ARTICLE X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be limited.

ARTICLE XI

The street address of the initial registered office of this corporation is 4319 13th Avenue S. W., Naples, Florida 34116, and the name of the initial registered agent of this corporation at that address is Jay M. Goldschmitt. The mailing address is 4319 13th Avenue S. W. Naples, Florida 34116.

ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by the shareholders. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such directors or officer.

ARTICLE XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided such transaction or contract is or shall be authorized, ratified, or approved either (a) by a

vote of majority of a quorum of the Board of Directors, without continuing in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the original subscriber to the capital stock hereinbefore mentioned State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock herein before set forth at the consideration stated, and accordingly set my hand and seal at Naples, Florida, this 18th day of MARCH, 1999.

State of Florida }
County of Collier }

Jill L. Cuomo
JILL L. CUOMO

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared JILL L. CUOMO, who is personally known by me and who did take an oath, to be the person who made and subscribed to the foregoing Articles of Incorporation, and he certified and acknowledged that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 18 day of MARCH, 1999.

David J. Lambert
NOTARY PUBLIC



David J. Lambert
MY COMMISSION # CC574094 EXPIRES
August 1, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 2:24

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

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

First - MAJESTIC WALL SURFACES, INC.

with it's principal office, as indicated in the articles of incorporation, at 4319 13th Avenue S. W. , Naples, Florida 34116, County of Collier, State of Florida has named Jay M. Goldschmitt. located at 4319 13th Avenue S. W., Naples, Florida 34116, County of Collier, State of Florida, as it's agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY Jay M. Goldschmitt

WITNESS my hand and official seal this 18 day of MARCH, 1999.

David J. Lambert
NOTARY PUBLIC



David J. Lambert
MY COMMISSION # CC574094 EXPIRES
August 1, 2000
BONDED THRU TROY FAIR INSURANCE, INC.