

GRAZI & GIANINO

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A Partnership of Attorneys
Including Professional Association

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March 31, 1999

P 99 0000 34644

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

Leif J. Grazi^{1,2}
Peter T. Gianino^{2,3}
Maxine A. Noel
Julie K. Oldehoff

1. Certified by Trial Bar of the Florida Bar.
2. Certified by the Florida Supreme Court in Family and Civil Mediation.
3. Certified by the Florida Supreme Court in Arbitration.

99 APR 14 1999
12:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: INTERNATIONAL INDUSTRIAL COATINGS TECHNOLOGY, INC.

To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office, together with this firm's check in the amount of \$122.50, representing payment of the filing fee and the fee for a certified copy of the documents filed with the State. Upon filing, please return the certified copy to this office.

Thank you for your attention to this matter. Should you have any questions or comments, please contact me at your convenience.

Sincerely,



Leif J. Grazi
LJG/mc
Enclosures (as stated)
CC: Client
\\Marya\\c\\CORPORAT\\file-corp-ltr.wpd

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-04/14/99-01006-002
****122.50 ****78.75

F. CHESSER APR 1 5 1999

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL INDUSTRIAL COATINGS TECHNOLOGY, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is: **INTERNATIONAL INDUSTRIAL COATINGS TECHNOLOGY, INC.**

FILED

99 APR 14 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted 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 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon execution of these articles.

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:

**Kelly Tarpley
1807 Stratford Way
Palm City, Florida 34990**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

The principal place of business and address is: 1807 Stratford Way, Palm City, Florida 34990.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director 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 name and address of the initial director of this Corporation and their street address is:

KELLY TARPLEY
1807 Stratford Way
Palm City, Florida 34990

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

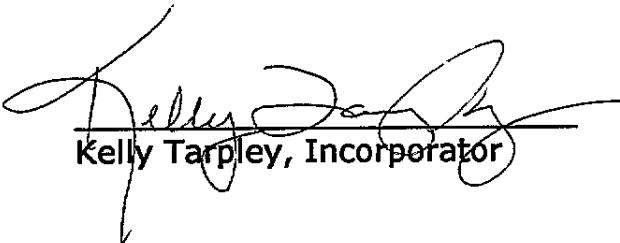
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

KELLY TARPLEY
1807 Stratford Way
Palm City, Florida 34990

ARTICLE IX. 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.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed
the foregoing Articles of Incorporation on March 31, 1999.



Kelly Tarpaley, Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized to administer and take acknowledgments, personally appeared KELLY TARPLEY, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: _____, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of March, 1999.

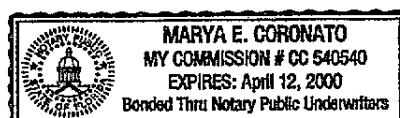


Mary Coronato

Notary Public

MARYA CORONATO

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO the provisions of Section 607.0601, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is INTERNATIONAL INDUSTRIAL COATINGS TECHNOLOGY, INC.

2. The name and address of the registered agent and office is:
KELLY TARPLEY, 1807 Stratford Way, Palm City, Florida 34990.

INTERNATIONAL INDUSTRIAL
COATINGS TECHNOLOGY, INC.

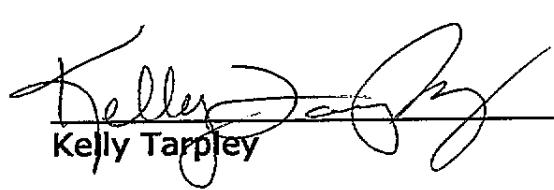
By: 

Kelly Tarpley
Registered Agent

99 APR 14 PM 12:16
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

FILED

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 STATUTES RELATING TO THE PROPERTY AND COMPETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Kelly Tarpley