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CURTIS N. FLAJOLE
SALLY R. MURRAY

October 6, 1999

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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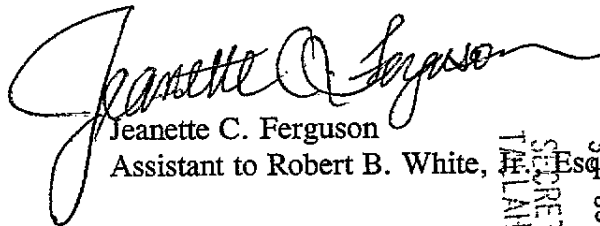
Re: Watson Coatings, Inc.
Articles of Incorporation
Our File No.: 805-1

Dear Clerk:

Enclosed herein for filing, please find the original and one (1) copy of the Articles of Incorporation for Watson Coatings, Inc. Also enclosed, please find our firm check in the amount of \$78.75, which represents the filing fee, registered agent designation and certified copy fee. After said Articles have been filed, please return a conformed copy to me in the enclosed self addressed, stamped envelope.

Should you have any questions, please contact me at the above telephone number.

Sincerely yours,


Jeanette C. Ferguson
Assistant to Robert B. White, Esq.

Enclosures
/jcf

99 OCT -8 PM 3:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 10/13/99

**ARTICLES OF INCORPORATION
OF
WATSON COATINGS, INC.**

The undersigned hereby make and subscribe these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **Watson Coatings, Inc.**

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of common stock, each share having a par value of \$.10.

ARTICLE IV - DURATION

The corporation is to have perpetual existence, beginning in accordance with law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 850 South Hughey Avenue, Orlando, FL 32801 and the name of the initial registered agent is Gavin H. Watson, Jr.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is 850 South Hughey Avenue, Orlando, FL 32801.

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TALLAHASSEE, FLORIDA

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial directors of this corporation shall be:

Gavin H. Watson, Jr.

Shirley S. Watson

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATORS

The names and addresses of the persons signing these Articles are:

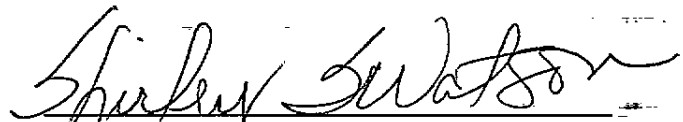
Gavin H. Watson, Jr.
8617 Bay Ridge Road
Orlando, FL 32819

Shirley S. Watson
8617 Bay Ridge Road
Orlando, FL 32819

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 31st day of July, 1999.

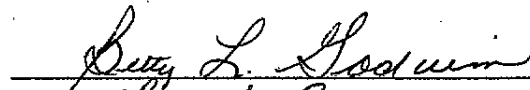
Incorporators


Gavin H. Watson, Jr.


Shirley S. Watson

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of July, 1999 by Gavin
H. Watson, Jr., who is personally known to me or who has produced _____ as identification
and who did not take an oath.

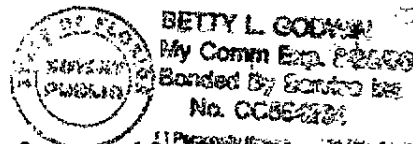

Name: BETTY L. GODWIN
(Print)

NOTARY PUBLIC

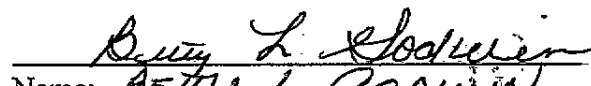
State of Florida

My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE



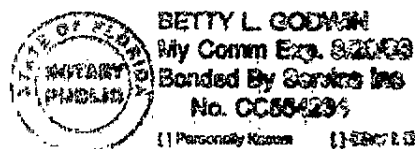
The foregoing instrument was acknowledged before me this 31st day of July, 1999 by
Shirley S. Watson, who is personally known to me or who has produced _____ as
identification and who did not take an oath.


Name: BETTY L. GODWIN
(Print)

NOTARY PUBLIC

State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT

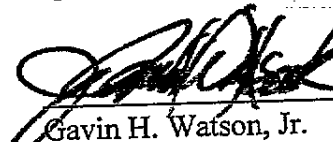
Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That Watson Coatings, Inc., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 850 South Hughey Avenue, Orlando, FL 32801 has named Gavin H. Watson, Jr., located at that address as its agent to accept service of process within the State.


Gavin H. Watson, Jr.

ACKNOWLEDGEMENT

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


Gavin H. Watson, Jr.

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TALLAHASSEE, FLORIDA