

P9600082685
TRANSMITTAL LETTER

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

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***122.50 ***122.50

SUBJECT: AMERICAN SEALANT INDUSTRIES, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

ROBERTO C LOPEZ
Name

5600 NW. 53RD TER / SUITE 107
Address

MIAMI FL 33166
City, State, & Zip

(305) 477-0715
Telephone Number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

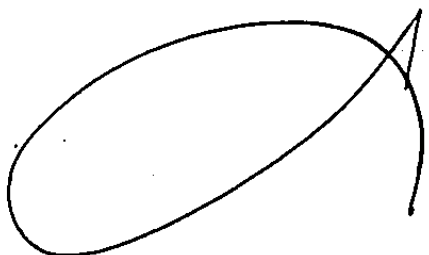
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PLEASE SEND THE DOCUMENTS TO THE ADDRESS
DESCRIBED ABOVE. THANKS

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Note: Additional copy of articles is needed when certified copy is requested.

 10/8

ARTICLES OF INCORPORATION

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is: American Sealant Industries, Inc.

ARTICLE II

This corporation shall have perpetual existence beginning on:

Date of Incorporation:

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$ 1.00 per share.

ARTICLE V

The street address of the initial registered office of this corporation shall be:

15257 SW. 111th. Street
Miami, Fl 33196

I or at such other place as may later be designed by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

(The principal address and registered office address are the same)

ARTICLE VI

The name of the initial registered agent of this corporation shall be:

MR. CARLOS FERREIRA

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TALLAHASSEE FLORIDA

whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one and not more than five as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these articles of incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

NAMES	DIRECTORS	ADDRESSES
Idelberto Hernandez	President	14731 SW 155 TR Miami, Fl 33187
Carlos Ferreira	Secretary	15257 SW 111th St. Miami Fl 33196

ARTICLE IX

The names and street addresses of each incorporator of this corporation are:

Idelberto Hernandez President 14731 SW 155 TR Miami, Fl 33187
Carlos Ferreira Secretary 15257 SW 111th St. Miami, Fl 33196

ARTICLE X

The By-Laws of this Corporation may be created, amended, or changed by either the stockholders or directors at any regular or duly scheduled special meeting.

ARTICLE XI

This corporation shall have, in addition to a President, Vice-President, Secretary & Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all cost and expenses (including attorney's fees) here after reasonably incurred by or imposed on him in connection with, or resulting from any action, suit, or proceedings, or whatever nature, to which he is or shall be made a party by reason of his being or having been Director of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such Director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these ARTICLES OF INCORPORATION this 2 day of *October* 1996

STATE OF FLORIDA)
COUNTY OF DADE) SS

, Subscriber

Carlos Ferreira
CARLOS FERREIRA

Idelberto Hernandez
IDELBERTO HERNANDEZ

I HEREBY CERTIFY that on the 2 day of *October*, 1996 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

CARLOS FERREIRA

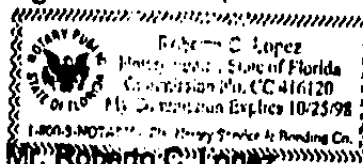
to me well known and known to be the person who executed the foregoing Articles of Incorporation, and acknowledged that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, at the day and year above written.

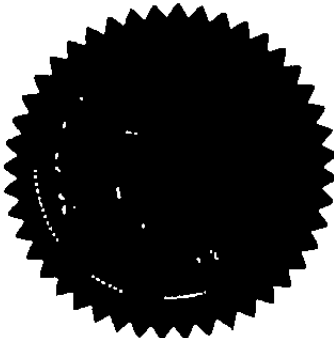
Notary Public, State of *Florida*
Florida at Large

My Commission Expires:

This document was prepared by: Mr. Roberto C. Lopez



Koger Executive Center
8600 N.W. 53rd. Ter. Suite 107,
Miami, Florida 33166



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE
SERVICE OF PROCESS WITHIN THE 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:

That **AMERICAN SEALANT INDUSTRIES, INC.**
desiring to organize under the laws of the State of Florida, and with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named "FERREIRA, located at 15257 SW 111 Street
, City of Miami, County of Dade, State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.

By 
Registered Agent
Carlos Ferreira

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TALLAHASSEE FLORIDA

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AMERICAN SEALANT INDUSTRIES, INC
13727 S.W. 152ND. STREET, SUITE 326
MIAMI, FLORIDA 33177

November 25, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 3234

Att. Mrs. Loria Poole

Dear Mrs. Poole:

The purpose of this letter is to inform the Florida Department of State the change of corporate address as follows:

OLD ADDRESS: 15257 SW. 111TH. ST.
MIAMI, FL 33196

NEW ADDRESS: 13727 SW. 152ND ST.
SUITE 326
MIAMI, FL 33177

Sincerely yours


Carlos Ferreira
Authorized Signature

CF/rcf.

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