

Handwritten: 58635

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002918313--1

-06/29/99-01023-025

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cabarock Drywall Construction, Inc (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

FILED
99 JUN 29 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Walk in
- Pick up time 2:00
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten: Loria,
Please file
Dissolution
first and
Corporation
Second

RECEIVED
JUN 29 AM 11:25
Examiner's Initials

Address correspondence to:
1000 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Telephone - (305) 441-1822

June 10, 1999

State of Florida - Department of Corporations
Tallahassee, Florida

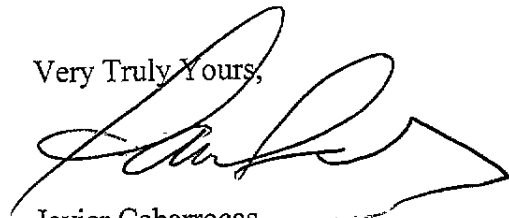
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TALLAHASSEE FLORIDA

Re: Non-revocable dissolution of Cabarock Drywall Construction, Inc. (Document Number - P89000058424) in order to create a new corporation with the same name.

The stockholder of Cabarock Drywall Construction, Inc. is filing to dissolve the C Corporation in order to create a new corporation with a validly filed S election. The stockholder of the dissolving corporation would like to use the same name in the new corporation and therefore based on conversations with the State of Florida it has been determined that the stockholder must submit a letter stating that they will not revoke the dissolution of the C Corporation.

Therefore, Cabarock Drywall Construction, Inc. hereby states that it will not revoke the dissolution of the C Corporation at any time or for any reason. And hereby request that we be allowed to open a new corporation under the same name as the old corporation after the dissolution of the C Corporation.

Very Truly Yours,



Javier Cabarocas
President, Cabarock Drywall Construction, Inc.

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

CABAROCK DRYWALL CONSTRUCTION, INC.

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TALLAHASSEE FLORIDA

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ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

*5732 S.W. 51ST STREET
MIAMI, FLORIDA 33155*

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

500 SHARES OF COMMON STOCKS; \$1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

*JAVIER CABARROCAS
5732 S.W. 51ST STREET
MIAMI FLORIDA 33155*

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

JAVIER CABARROCAS - 5732 S.W. 51ST. STREET- MIAMI, FL. 33155
VIVIAN CABARROCAS - 5732 S.W. 51ST. STREET - MIAMI, FL. 33155

ARTICLE VI DIRECTOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE DIRECTOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

JAVIER CABARROCAS - PRESIDENT - 5732 S.W. 51ST STREET - MIAMI, FL. 33155
VIVIAN N. CABARROCAS - SECRETARY/TREASURER - 5732 S.W. 51ST STREET - MIAMI, FL. 33155

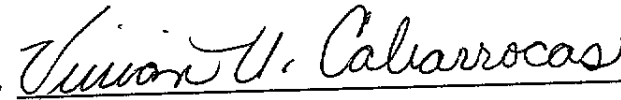
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25TH day of JUNE, 19 99.

SIGNATURE



SIGNATURE



SIGNATURE _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: _____

CABAROCK DRYWALL CONSTRUCTION, INC.

2. The name and address of the registered agent and office is:

NAME JAVIER CABARROCAS

ADDRESS: 5732 S.W. 51ST STREET

(P.O. Box not acceptable)

MIAMI, FLORIDA 33155

(City/State/Zip Code)

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE 6/25/99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED