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DANIEL L. GINSBERG, ESQ.
16499 N.W. 19th Avenue
Suite 215
North Miami Beach, Florida 33162
(305) 949-2411

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05/30/96--01050--013
***122.50 ***122.50

May 21, 1996

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

SUBJECT: PARADISE PAINT & WATERPROOFING, INC.

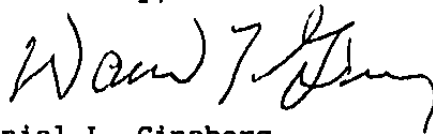
Dear Sirs:

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.

Please return one copy duly executed in the enclosed stamped enclosed envelope.

Thank you in advance for you help in this matter.

Yours truly,



Daniel L. Ginsberg,

enc:

EFFECTIVE DATE

5-24-96

LFT

6-3-96

FILED
96 MAY 28 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5-24-76

ARTICLES OF INCORPORATION

OF

PARADISE PAINTING & WATERPROOFING, INC.

FILED

96 MAY 28 AM 8:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

PARADISE PAINTING & WATERPROOFING, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any time shall be Six Hundred (600) common shares at a value of One Dollars and 00/100's (\$1.00) per share.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business shall be no less than Six Hundred (\$600.00) Dollars.

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 1714 N.E. 175th Street , North Miami Beach, Florida, 33162 or any other address selected by the Board of Directors.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be at least One (1) and not more than Seven (7) who shall be:

Victor H. Valdes - President

Eduardo U. Valdes - Vice President

Victor H. Valdes Sr. - Assistant Vice President

Alejandro A. Valdes - Secretary

Pedro F. Valdes - Assistant Secretary

William P. Valdes - Treasurer

ARTICLE VIII

OFFICERS

The names and post office addresses of the of the Officers of this corporation shall be:

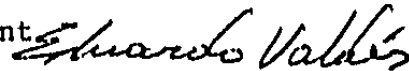
Victor H. Valdes
1714 N.E. 175 Street,
N. Miami Beach, Fl. 33162

President



Eduardo U. Valdes
2301 N.E. 170 Street,
Apt. 10
N. Miami Beach, Fl. 33162

Vice President



Victor H. Valdes Sr.,
16701 N.E. 21 Avenue,
Apt. 104
N. Miami Beach, Fl. 33162

Assistant Vice President



Alejandro A. Valdes
19477 N.E. 10 Avenue
Apt. 214
N. Miami Beach, Fl. 33179

Secretary



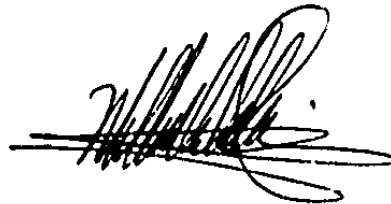
Pedro F. Valdes,
2301 N.E. 170 Street,
Apt. 104
N. Miami Beach, Fl. 33162

Assistant Secretary



William P. Valdes,
2301 N.E. 170 Street,
Apt. 104
North Miami Beach, FL 33162

Treasurer

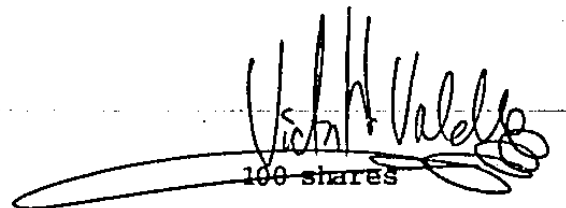


ARTICLE IX

SUBSCRIBERS

The name(s) and post office address(es) of each subscriber and their interest(s) are as follows:

Victor H. Valdes
1714 N.E. 175 Street,
N. Miami Beach, Fl. 33162


100 shares

Eduardo U. Valdes
2301 N.E. 170 Street,
Apt. 10
N. Miami Beach, Fl. 33162

Eduardo U. Valdes

100 shares

Victor H. Valdes Sr.,
16701 N.E. 21 Avenue,
Apt. 104
N. Miami Beach, Fl. 33162

Victor H. Valdes Sr.

100 shares

Alejandro A. Valdes
19477 N.E. 10 Avenue
Apt. 214
N. Miami Beach, Fl. 33179

Alejandro A. Valdes

100 Shares

Pedro F. Valdes,
2301 N.E. 170 Street,
Apt. 104
N. Miami Beach, Fl. 33162

Pedro F. Valdes

100 Shares

William P. Valdes,
2301 N.E. 170 Street,
Apt. 104
North Miami Beach, FL 33162

William P. Valdes

100 Shares

ARTICLE X

POWERS

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-Laws, and to set apart, out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein granted subject to this reserve.

ARTICLE XI

INCORPORATOR & REGISTERED AGENT


The incorporator of the within named corporation is Daniel L. Ginsberg Esq. The registered agent of said corporation is Victor H. Valdes, and the registered office shall be 1714 N.E. 175th St, North Miami Beach, Florida 33162.

ARTICLE XII

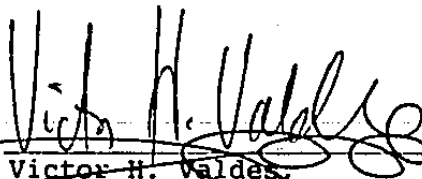
DATE OF INCORPORATION

The corporate existence shall begin on May 24th, 1996 at 9:00 am Eastern Standard Time (9:00 EST).

IN WITNESS WHEREOF, we have hereunto set our hands and seals this ____ day of May, 1996

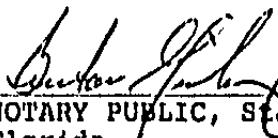

Daniel L. Ginsberg

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above, 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.


Victor H. Valdes

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this
_____ day of May, 1996 by Victor H. Valdes who is personally
known to me.



NOTARY PUBLIC, State of
Florida
My Commission Expires: