

M.R. GENERAL SERVICES GROUP  
CORP.

February 7, 2000

FILED  
60 FEB -9 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Florida Department State.  
Division of Corporation  
P.O.BOX 6327  
Tallahassee, Fl 32314

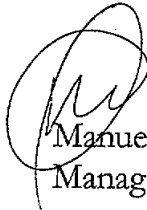
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\*\*\*122.50 \*\*\*\*\*78.75

Dear: secretary

Please send me back to us those articles of incorporation of  
**Rock Walls Corp.** in order to we complete the incorporation paper  
for this corporation.

Sincerely,



Manuel Richardson  
Manager

F. CHEN FEB 1 5 2000

2093 SW FIRST STREET, MIAMI 33135

305-644-9333 FAX 305-541-0985

ARTICLES OF INCORPORATION  
OF  
ROCK WALLS CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida.

ARTICLES I.- NAME

The name of the Corporation is ROCK WALLS CORPORATION

ARTICLES 2.-

The Corporation shall be engage in any activity or business permitted sunder laws of the United State and the State of Florida

ARTICLES 3.-PRINCIPAL OFFICE

The address of the principal office of the Corporation is  
4760 NW 114 AVE SUITE #204, MIAMI FLORIDA 33178

ARTICLES 4.- INCORPORATORS

The name and the address of the Incorporator of this Corporation:  
Is:

MARTIN PAREDES  
4760 NW 114 AVE SUITE #204  
MIAMI, FLORIDA 33178

## ARTICLES 5.- PRESIDENT

The initial president of the corporation shall be MARTIN PAREDES whose address shall be the same as the principal office of the Corporation.

## ARTICLES 6.- CORPORATE CAPITALIZACION

6.1.- The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having a value of ONE DOLLAR (\$1.00)

6.2.- No holder or shares of stock of any class have preemptive right to subscribe to our purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3.- The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as we may be set forth in the bylaws of the Corporation.

6.4.- The board of directors of the corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions of redemption of stock.

## ARTICLE 7.- POWERS OF CORPORATION

The Corporation shall have the same power as an individual to do all things necessary of convenients to carry out its business and

affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporations.

#### ARTICLE 8.- TERM OF THE EXISTENCE

This Corporation shall have a perpetual existence

#### ARTICLE 9.- TITLE

The Corporation, to the extended permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLES 10.- REGISTERED OFFICE AND REGISTERED AGENT.

The name and address of the registered agent of this Corporation is MARTIN PAREDES, 4760 NW 114 AVE # 204 MIAMI FLORIDA 33178

#### ARTICLE 11.- BY LAWS.

The Board of directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of number of directors equal to a majority of number would constitute-a full Board of directors at the time of such action shall be necessary to take any for the making, alteration, amendment or repeal of the Bylaws.

ARTICLES 12.- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediate upon approval of the Secretary of State, State of Florida.

ARTICLES 13 AMENDMENT.

The Corporation reserve the right to amend, alter, change or repeal any provision contained in these articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles in Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28 days of JANUARY 2000.

  
\_\_\_\_\_  
MARTIN PAREDES(INCORPORATORS)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB -9 PM 2:50

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# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned MARTIN PAREDES having been designated as Registered Agent in the above and foregoing Articles of Incorporation is familiar with and accept the obligations of the position of Registered Agent under section 607-0505, Florida Statutes.

  
MARTIN PAREDES