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ACCOUNT NO. : 072100000032

REFERENCE : 694076 7213323

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 11 PM 1:02

ORDER DATE : May 11, 2000

ORDER TIME : 10:51 AM

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ORDER NO. : 694076-005

CUSTOMER NO: 7213323

CUSTOMER: Ricardo J. Martinez, Director  
RICARDO J. MARTINEZ  
RICARDO J. MARTINEZ  
3rd Floor  
2977 Mcfarlane Road  
Miami, FL 33133

DOMESTIC FILING

NAME: ROATAN MAHOGANY MILLWORK,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED  
00 MAY 11 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32399

*js/11/00*

**ARTICLES OF INCORPORATION  
OF  
ROATAN MAHOGANY MILLWORK, INC.**

00 MAY 11 PM 1:02

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 Statutes.

**ARTICLE I - NAME**

The name of the corporation is: ROATAN MAHOGANY MILLWORK, INC. (hereinafter, "Corporation")

**ARTICLE II - PURPOSE OF CORPORATION**

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

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation is: 2525 S.W. 3<sup>rd</sup> Avenue, Miami, Florida, 33129, and the mailing address is the same.

**ARTICLE IV - INCORPORATOR**

The name and street address of the Incorporator(s) signing these Articles of Incorporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Roberto S. de Leon	2525 S.W. 3 <sup>rd</sup> Ave., Ste 210, Miami, FL 33129

**ARTICLE V - OFFICERS**

The officers of the Corporation shall be:

President:	Roberto S. de Leon
Vice-President:	Ricardo Picayo
Secretary:	Ricardo J. Martinez
Treasurer:	Ricardo J. Martinez

Whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE VI - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Roberto S. de Leon

Jose Miguel Noroña  
Ricardo J. Martinez  
Ricardo Picayo

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE VII - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND shares (1000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of the shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE IX - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE X - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE XI - REGISTERED OWNER(S)**

This Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE XII - RESGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Corporation is: 2525 S.W. 3<sup>rd</sup> Avenue, Suite 210, Miami, Florida 33129 and the name of the initial registered agent of the Corporation is: Roberto S. de Leon.

#### **ARTICLE XIII - BYLAWS**

The Board of Director(s) 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 a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

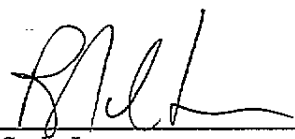
#### **ARTICLE XIV - EFFECTIVE DATE**

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

#### **ARTICLE XV - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to 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 of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 8 day of May, 2000.

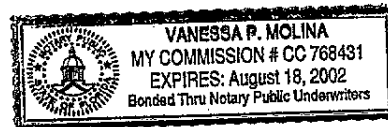
  
\_\_\_\_\_  
Roberto S. de Leon

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF DADE       )

The foregoing Articles of Incorporation was acknowledged before me this 8<sup>th</sup>  
day of May, 2000 by Roberto S. de Leon, who have produced  
A# D450-737-61-027-0 as identification and who did take an oath.

Vanessa P. Molina  
NOTARY PUBLIC

My Commission Expires: 8/18/02



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

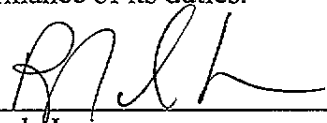
IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:


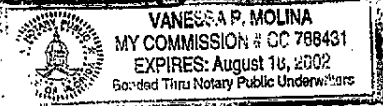
FIRST: That **ROATAN MAHOGANY MILLWORK, INC.** desiring to organize or qualify under the laws of the State of Florida, has named Roberto S. de Leon, with its registered agent's office located at 2525 S.W. 3<sup>rd</sup> Avenue, Suite 210, Miami, Florida 33129, County of Dade, State of Florida to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Roberto S. de Leon

Date: May 8, 2000

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned HEREBY AGREES to act in said capacity, and FURTHER AGREES to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
\_\_\_\_\_  
Roberto S. de Leon

  
 5/8/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 11 PM 1:02