

P00000057072

GARCIA - VIDAL & DONET, L.L.P.

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

RAOUL GARCIA-VIDAL

REAL ESTATE LAW
PROBATE LAW
ESTATE PLANNING

DAVID A. DONET

ELDER LAW
COMMERCIAL LITIGATION
FAMILY LAW

DENNIS A. DONET

ELDER LAW
CIVIL LITIGATION
PERSONAL INJURY

OF COUNSEL

YOLANDA R. COTO
IMMIGRATION LAW

GABLES INTERNATIONAL PLAZA

PENTHOUSE II-C

2655 LE JEUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE 305-444-8382

FACSIMILE 305-446-4836

June 1, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Matcon USA, Inc.
Our File No.: 00D2229

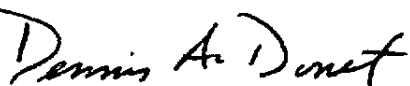
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above-named corporation, along with our check in the sum of \$78.75, representing the filing and certified copies' fees.

We would appreciate your processing these Articles at your earliest convenience.

Thank you for your anticipated cooperation and if you have any questions, please do not hesitate to contact us.

Sincerely,



Dennis A. Donet

D3/aya

enclosures

2229-02.LET

FILED
00 JUN -5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600003277086--3
-06/05/00--01115--021
*****78.75 *****78.75

T BROWN JUN 13 2000

**ARTICLES OF INCORPORATION
OF
MATCON USA, INC.**

FILED
00 JUN -5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

MATCON USA, INC.

ARTICLE II

This Corporation is to have perpetual existence unless dissolved sooner according to law.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To manufacture, purchase, sell and deal in, apply, lay, construct, install, and repair roofing, whether of tin, copper, or other metal, slate, wood, tile, paper, tar, slag, gravel, composition, or other substance, and all kinds of roofing materials and supplies, cornices, ventilators, smoke pipes and stacks, dust collectors, leaders, gutters, valleys, and all parts and things used in the construction of buildings; to

manufacture, work, and deal in sheet metal and copper and all things made wholly or partly therefrom.

B. The foregoing shall be construed as enumerating both objects and powers of the Corporation, but it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and the Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500), having a par value of ONE (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of capital with which this Corporation shall begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at Suite 202, 1301 N.W. 89th Court, Miami, Florida 33178, but the Corporation shall have the power

to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be DENNIS A. DONET, ESQ. of GARCIA-VIDAL & DONET, L.L.P., who is located at the registered street address of Penthouse 2-C, Gables International Plaza, 2655 Le Jeune Road, Coral Gables, Florida 33134.

ARTICLE VII

There shall be a Board of Directors for this Corporation, which shall consist of not less than one (1) and not more than seven (7) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the corporate bylaws, and each of the Directors shall be of full age. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the bylaws, if any, adopted by the Stockholders, the Directors may make the bylaws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such resolution or in the bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The names and street addresses of the officers and the members of the first Board of Directors who, subject to these Articles of Incorporation, the bylaws of this

Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

Director, President, Secretary, Treasurer

JESUS IGLESIAS
Suite 202
1301 N.W. 89th Court
Miami, Florida 33178

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

JESUS IGLESIAS
Suite 202
1301 N.W. 89th Court
Miami, Florida 33178


ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by statute.

The Stockholders shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital. Private property of the Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The Corporation shall have a first lien on the shares of its members and upon dividends

due them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF I, the undersigned, have made and subscribed these Articles of Incorporation at Coral Gables, Miami-Dade County, Florida, on the 1st day of June, 2000, for the uses and purposes aforesaid.

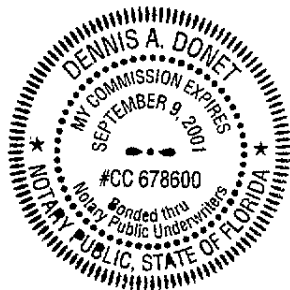



JESUS IGLESIAS, Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **JESUS IGLESIAS**, known to me, or who produced the following form of identification: N/A, and known to me to be the person described in and who subscribed to the above and foregoing Articles of Incorporation of **MATCON USA, INC.**, and he freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS whereof, I have hereunto set my hand and affixed my official seal at Coral Gables, Miami-Dade County, Florida, this 1st day of June, 2000.




Print: DENNIS A. DONET
Notary Public
State of Florida, At Large

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

FILED
00 JUN -5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO CHAPTER 48.091 of the Florida Statutes, the following is
submitted in compliance with said Act:

That **MATCON USA, INC.**, desiring to organize under the laws of the State of
Florida, with its registered office and principal place of business as indicated in the
Articles of Incorporation, has named DENNIS A. DONET, ESQ., of GARCIA-VIDAL &
DONET, L.L.P., located at Penthouse 2-C, Gables International Plaza, 2655 Le Jeune
Road, Coral Gables, Florida 33134, as its Agent to accept process within this state.

ACKNOWLEDGMENT

HAVING BEEN MADE to accept Service of Process for the above-stated
corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act with regard to keeping
open said office.

GARCIA-VIDAL & DONET, L.L.P.

By:


DENNIS A. DONET, ESQ.

Penthouse II-C
Gables International Plaza
2655 Le Jeune Road
Coral Gables, Florida 33134
Telephone: (305) 444-8382
Telecopier: (305) 446-4836