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JODEAN POINDEXTER & ASSOCIATES

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FILED

00 JUN 26 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 23, 2000

STATE OF FLORIDA
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE FL 32314

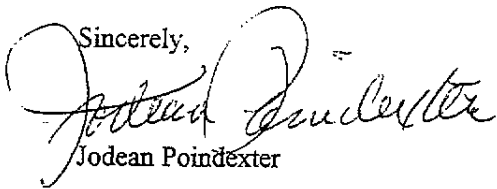
RE: **Coqui Sands, Inc.**
Bouton Plastering, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Corporation (2) for the above in reference along with a check for recording and certified copies. After recording with your division please forward same to Jodean Poindexter and Associates, 1209 7th Street, Orange City, FL, 32763-3635 so that we may continue the process for the federal ID# and request an S-Election from the government.

Should you have any questions please call our office at the above phone number. Thank you in advance for your help in filing the enclosed documents.

Sincerely,



Jodean Poindexter

Executive Administrator

Handwritten initials and date: P ce 28/00

ARTICLES OF INCORPORATION
of
COQUI SANDS, INC.

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00 JUN 26 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) for the purpose of forming a corporation under the Florida, Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is COQUI SANDS, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

4904 38TH WAY SOUTH
ST. PETERSBURG, FL 33711

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

HANNA PEREZ
4904 38TH WAY SOUTH
PINELLAS County
ST. PETERSBURG, FL 33711

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

HANNA PEREZ
4904 38TH WAY SOUTH
ST. PETERSBURG, FL 33711

ELIZABETH GARNETT
4904 38TH WAY SOUTH
ST. PETERSBURG, FL 33711

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

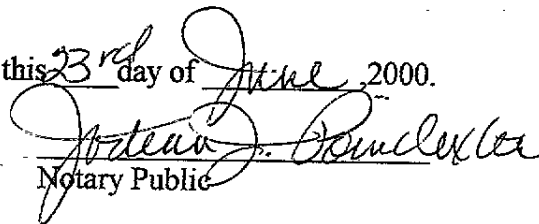
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



HANNA PEREZ, Incorporator
4904 38TH WAY SOUTH
ST. PETERSBURG, FL 33711

State of Florida, County of Pinellas, ss:

Subscribed and sworn to (or affirmed) before me this 23rd day of June, 2000.



Notary Public

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

FILED
00 JUN 26 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **COQUI SANDS, INC.**, desiring to organize under the laws of the State of FLORIDA, with its principal office as indicated in the Articles of Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has named its Registered Agent, **HANNA PEREZ**, 4904 38th Way South, St. Petersburg, Florida, 33711 to accept service of process within this State.

ACKNOWLEDGMENT

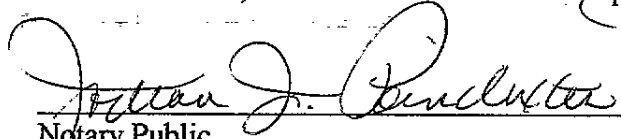
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



HANNA PEREZ
4904 38th Way South
St. Petersburg, FL 33711

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 23rd day of June, 2000 by Hanna Perez who produced her _____ as identification, and who did take an oath or personally known by me.



Notary Public
My Commission Expires:



JODEAN J. POINDEXTER
My Comm Exp. 6/30/2001
Bonded By Service Ins
No. CC659894
 Personally Known Other I.D.