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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Charles Stone Roofing & Materials Corp.
(Proposed corporate name - must include suffix)

400003375164--1
-08/28/00--01117--005
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Carlos Alberto Restrepo
Name (Printed or typed)

4330 NW 79 Avenue

Address

Miami, Florida 33166

City, State & Zip

(305) 219-5249

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
of
Charles Stone Roofing & Materials Corp.

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I.

Name

The name of the Corporation is Charles Stone Roofing & Materials Corp., hereinafter referred to as the "Corporation."

II.

Purposes

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

III.

Principal Office and Registered Agent

The principal office of the Corporation is 7379 NW 8 Street, Miami, Florida 33126. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Carlos Alberto Restrepo 4330 NW 79 Avenue, Miami, Florida 33166.

IV.

Duration

The duration of the Corporation shall be perpetual.

V.

Initial Business

The initial business of the Corporation shall be:
Roof Tile Installation & Retail of Roofing Materials

VI.
Capitol Stock

The Corporation is authorized to issue only one class of shares of stock, which shall be, designated Common Stock. The total number of shares the Corporation shall have authority to issue is 500, each share to have a par value of \$1.00.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Carlos Alberto Restrepo	4330 NW 79 Avenue, Miami, Florida 33166

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: 1. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
Carlos Alberto Restrepo - President	- 4330 NW 79 Avenue, Miami, FL 33166

IX.

No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.

Operating Provisions

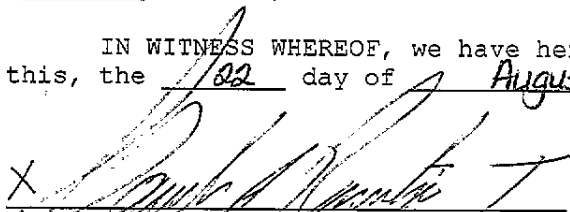
The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be set forth in the Bylaws, which may be amended from time to time by the majority vote of a quorum of the Board of Directors.

XI.

Fiscal Year

The fiscal year of the Corporation shall be from January to December of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 02 day of August, 20 00.

X 

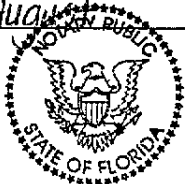
Carlos Alberto Restrepo, President

State of Florida

County of Dade

BEFORE ME, the undersigned authority, on this day personally appeared Carlos Alberto Restrepo, known to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 22 day of August, 20 00.



OFFICIAL NOTARY SEAL
SANDRA P. AMAYA
COMMISSION NO. CC704511

My commission expires 1/13/2002

1/13/2002

Sandra P. Amaya
Notary Public in and for the
State of Florida

The undersigned hereby accepts the designation of registered agent and hereby agrees to comply with all pertinent statutes.

Carlos Alberto Restrepo

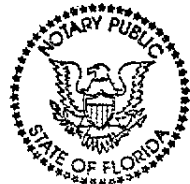
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State of Florida

County of Dade

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SUBSCRIBED AND SWORN TO BEFORE ME this the 22 day of August, 20 00.



OFFICIAL NOTARY SEAL
SANDRA P. AMAYA

My commission Expires: 1/13/2002

Sandra P. Amaya
Notary Public in and for the
State of Florida