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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**LAZO & SON CEILING, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

LAZO & SON CEILING, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

LAZO & SON CEILING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

- a) To remodel, build, beautify suspended ceilings, accustic, etc.
- b) Generally to make and performs contracts of any kind and description, all for buildings, residences, kitchens and alike, and for the purpose of attaining any of the objects of the corporation; to purchase, sell, operate, repair, own, hold, import, export general merchandise, personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as broker, owner or factor.
- c) In the purchase, sell or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and, without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purpose, including the acquisition of any other entity.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue THREE HUNDRED (300) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation, which at same time is the mailing address, shall be 16522 S. W. 97th Terrace in the city of Miami, Florida 33196-5858, and the name of the initial registered agent is RAMON LAZO.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the BY-LAWS.

The name and address of the initial directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
RAMON LAZO Pres.-Secretary	16522 S. W. 97th Terrace Miami, Florida 33196-5858
LARRY LAZO Treasurer-Vice Pres.	16522 S. W. 97th Terrace Miami, Florida 33196-5858

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ARTICLE IX - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The private property of the shareholders of this corporation shall not be subject to the payment of the corporation debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 22nd day of August, 2000.

  
RAMON LAZO  
Pres.-Secret.

  
LARRY LAZO-PEREZ  
Treas.

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STATE OF FLORIDA )  
 )  
 COUNTY OF DADE )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared RAMON LAZO and LARRY LAZO-PEREZ, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of the month of August, 2000.



*[Signature]*  
 NOTARY PUBLIC  
 State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCPET SERVICES OF PROCESS FOR LAZO & SON CEILING, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 22ND DAY OF AUGUST, 2000

*Ramon Lazo*  
 RAMON LAZO  
 RESIDENT AGENT

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 TALAHASSEE, FLORIDA

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