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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-04/05/01--01054--021

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. 021 ARCH & CONSTRUCTION CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
01 APR -5 PM 12:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
01 APR -5 AM 10:48
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Examiner's Initials

ARTICLES OF INCORPORATION
OF
021 ARCH & CONSTRUCTION CORPORATION

FILED
01 APR -5 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the Corporation shall be **021 ARCH & CONSTRUCTION CORPORATION.**

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 3405 NW 72 Avenue, Miami, Florida 33122.

ARTICLE III.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

ARTICLE V.

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE VI.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Axel J. Izquierdo B., and the Registered Office shall be located at 3405 NW, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

ARTICLE VII.

DIRECTORS

This corporation shall have not less than one or more than three directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME: Axel J. Izquierdo B.
TITLE: President

NAME: Arturo J. Gonzalez C.
TITLE: Vice-President

NAME: Walter E. Gnerre C.
TITLE: Treasurer

NAME: Alexander M. Diaz B.
TITLE: Secretary

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Axel J. Izquierdo B. at 3405 NW. 72 Ave. Miami, Fl 33122.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

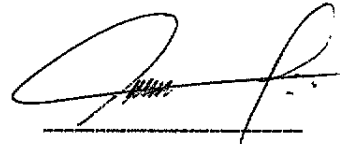
The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting and accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by laws, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

The undersigned incorporator have executed these Articles of Incorporation this day of , 2001.

A handwritten signature in black ink, appearing to read 'Axel J. Izquierdo B.', is written over a horizontal line.

Axel J. Izquierdo B.
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that OZI ARCH & CONSTRUCTION CORPORATION

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named AXEL IZQUIERDO

located at 3405 NW 72 AVE #103

City of MIAMI County of DADE State of Florida,

as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

Registered Agent

FILED
APR -5 PM 12:12
CLERK OF STATE
TREASURER
FLORIDA