

Oct 10 '01 12:46p

Dependable Services

1-954-481-8732

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PO1000098789 *Precision Flooring*

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : JORGE R. BOLUFE

Account Number : I19990000158

Phone : (561) 477-0342

Fax Number : (561) 477-0911

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PRECISION FLOORING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

TRANSMITTED OCT 10 2001

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE 1 - NAME

The name of the corporation shall be: **PRECISION FLOORING, INC.**, (hereinafter, "Corporation")

ARTICLE 2- PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:
123 N.W. 13TH STREET SUITE 304-3
BOCA RATON, FL. 33432

ARTICLE 4- INCORPORATOR

The name and address of the Incorporator is:
J. R. BOLUFE'
22412 CYPRESS WOOD LANE
BOCA RATON, FL. 33428

ARTICLE 5- OFFICERS

The name (s) and address (s):
PAUL COOPER, PRESIDENT
13830 ONEIDA DR. #D2
DELRAY BEACH, FL. 33446

ARTICLE 6- DIRECTOR(S)

The name (s) and address (s):
PAUL COOPER, PRESIDENT
13830 ONEIDA DR. #D2
DELRAY BEACH, FL. 33446

ARTICLE 7- CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000)** shares of common stock, each share having the par value of **ONE DOLLAR \$1.00**
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation. Shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

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- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitation as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of the Corporation shall take any action, or make any transfer or to the disposition of the shareholder of its shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock unissued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would bound the election of Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9- SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient carry out its business and affairs subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 12- REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the the books of the Corporation as the owner the etc, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim t, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE 13-REGISTERED OFFICE AND REGISTEED AGENT

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The initial name and address of registered office of this Corporation is Jorge Bolufe' 7701 NW 56 Ave. #2, Pompano Beach, Florida 33073.

ARTICLE 14- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) at the time of such action shall be necessary to take any action for the making, alteration amendment or repeal of the Bylaws.

ARTICLE 15- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Article of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 17- INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise in the defense of and proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability of authorized in the specific case of determination, in the manner required by the board of directors that indemnification of the director officer employee or agent as the case may be, is permissible in the circumstances because the director officer, employee pr agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase ad maintain insurance on behalf of an individual arising from the individual's status as a director, office, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Inc orporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who's is or was a director officer employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be sever able and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such per sons.

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Dependable Services

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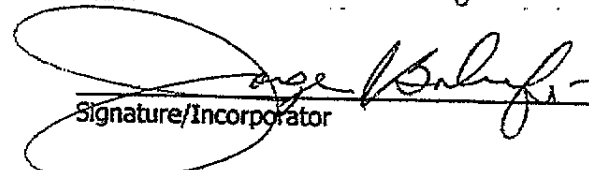
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent


Date


Signature/Incorporator


Date

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TALLAHASSEE, FLORIDA

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