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 CORAL GABLES, FL 33134 305-444-4994
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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

1. F & M DRYWALL, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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- Walk in Pick up time _____
 Mail out Will wait Photocopy Certified Copy
 _____ Certificate of Status

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 *****78.75 *****78.75

| 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 checked="" type="checkbox"/> | Other |

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 DIVISION OF CORPORATE SERVICES
 TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

The under signed incorporator (s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME:

The Name of the corporation shall be: F and M Drywall, Inc.

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ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be:

4275 N.W. 18 St. apt.#301
Miami, Fl. 33126

ARTICLE III - SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Five Hundred (500) Shares with a value of \$1.00 each

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is: Manuel Emilio Melenciano
4275 NW 18 St. apt.301
Miami, Fl. 33126

ARTICLE V - INCORPORATOR (S):

The name(s) and street address(s) of the incorporator (s) to these Articles of Incorporation is (are):

Manuel Emilio Melenciano, as President.
Fatima del Rosario Perez de Leon, as Vicepresident
Both with addresses at: 4275 NW 18 St. apt. 301
Miami, Fl. 33126

ARTICLE VI - DIRECTOR (S):

The name(s) and street address(s) of the director(s) to these Articles of Incorporation is (are):

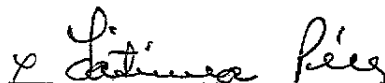
Manuel Emilio Melenciano, as Presiden with the 50% of shares
4275 NW 18 St. #301
Miami, Fl. 33126

Fatima del Rosario Perez de Leon, as Vicepresident, with the 50% of shares
4275 NW 18 St. apt. 301
Miami, Fl. 33126

The undersigned incorporator (s) has (have) executed these Articles of Incorporation this

22 day of February, 2002.


Manuel E. Melenciano. President


Fatima del Rosario Perez de Leon
Vicepresident.-

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is: **F and M DRYWALL, INC.**

2. The name and address of the registered agent and office is: **Manuel E. Melenciano
4275 NW 18 Street #301
Miami, Fl. 33126**

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Manuel E. Melenciano

DATE: February 22nd. 2002

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