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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**s & m construction corporation of miami, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION  
OF  
S & M CONSTRUCTION CORPORATION OF MIAMI, INC.

ARTICLE I

The name of this corporation shall be S & M CONSTRUCTION CORPORATION OF MIAMI, INC.

ARTICLE II

The term of existence of the Corporation is perpetual, unless sooner dissolved according to law. The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be organized to transact, and to do such other things as are incidental, necessary or desirable in order to accomplish the same.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, having a One Dollar (\$1.00) par value per share; each share having identical rights and privileges in every respect.

ARTICLE V

The street address of the Corporation's principal office and mailing address is: 3101 S.W. 98<sup>th</sup> Avenue, Miami, Florida 33165.

ARTICLE VI

The name and street address of the initial registered agent and office is: Maggie Ferrer whose address is: 3101 S.W. 98<sup>th</sup> Avenue Miami, Florida 33165.

Prepared By:  
Gabriel M. Sanchez  
9555 N. Kendall Drive, Suite 200  
Miami, Florida 33176  
Tel.: 305-595-4661  
FBN: 369810

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#### ARTICLE VII

The management and exercise of corporate powers is to be carried on by the shareholders of this Corporation, who will appoint the directors and officers of the Corporation as designated. Sergio A. Ferrer and Maggie Ferrer are the incorporators of this corporation.

#### ARTICLE VIII

The shareholders reserve the right to fix any compensation of an officer and/or agent named to carry on the business of the Corporation.

#### ARTICLE IX

The Corporation may indemnify and hold harmless any and all officer(s) to the full extent permitted by law.

#### ARTICLE X

The Corporation shall not have a Board of Directors as permitted by Section 607.0732 of the Florida Statutes.

Any action required or permitted to be taken by an officer or shareholders(s) under any provision of law shall bind the Corporation.

#### ARTICLE XI

The shareholders(s) of the Corporation shall adopt By-Laws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders(s) subject to the procedure set forth in the By-Laws.

#### ARTICLE XII

The shareholders(s) of the Corporation shall include in the By-Laws or enter into an agreement for, restrictions regarding the sale, transfer or other disposition of any of the outstanding or unissued stock of the Corporation by the shareholders(s).

#### ARTICLE XV

The shareholders(s) expressly reserve the right to dissent to any merger.

ARTICLE XIV

The name and address of the person signing the Articles of Incorporation are:

Sergio A. Ferrer and Maggie Ferrer  
3101 S.W. 98th Avenue  
Miami, Florida 33165

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on  
March 11<sup>th</sup>, 2002.

  
Sergio A. Ferrer

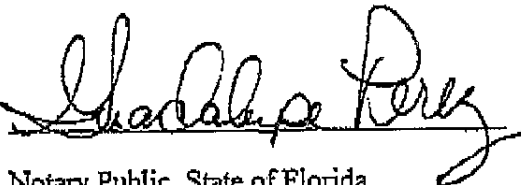
  
Maggie Ferrer

STATE OF FLORIDA

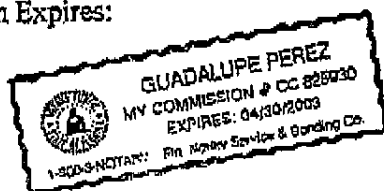
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, Sergio A. Ferrer and  
Maggie Ferrer, who produced their Florida Driver's License No: FL660-180-63-3290 and  
FL660-540-65-864 -0 as identification, and whom executed the foregoing  
Certificate of Incorporation of S & M CONSTRUCTION CORPORATION OF MIAMI, INC.,  
and they have acknowledged before me that they have executed the same for the uses and  
purposes therein expressed.

SWORN TO and SUBSCRIBED before me on March 11<sup>th</sup>, 2002.



Notary Public, State of Florida  
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR**  
**THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING**  
**THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **S & M CONSTRUCTION CORPORATION OF MIAMI, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3101 S.W. 98<sup>th</sup> Avenue, Miami, Florida 33165 in Miami-Dade County, Florida, has named, Maggie Ferrer located at 3101 S.W. 98th Avenue, Miami, Florida 33165, as its Agent to accept service of process within Florida.

DATED: March 11<sup>th</sup>, 2002.

**S & M CONSTRUCTION CORPORATION OF MIAMI, INC.**

By:


**MAGGIE FERRER**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

DATED: March 11<sup>th</sup>, 2002.

REGISTERED AGENT

By:

  
Maggie Ferrer  
3101 S.W. 98th Avenue  
Miami, Florida 33165  
Tel.: (305) 226-8479

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