

P02 000082111

*Alba Accounting Service, Inc.*

July 25<sup>th</sup>, 2002

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314-6327

300006734153--4  
-07/29/02--01065--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation  
CONSTRUCTION "R" US GROUP, INC.

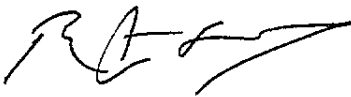
Attached you will find the new Articles of Incorporation for the above-mentioned company, and the letter received from Florida Department of State.

It would be greatly appreciated if you could please send the Articles of Incorporation of CONSTRUCTION "R" US GROUP, INC. at 77 West 20<sup>th</sup> Street. Hialeah, FL 33010.

Should you have any questions, please feel free to contact our office.

Sincerely yours,

ALBA ACCOUNTING SERVICE, INC.



Raul Alba  
President

FILED  
02 JUL 29 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

77 West 20<sup>th</sup> Street, Hialeah, Florida 33010  
Telephone: 305 884 2190 / 305-778-7637

**FILED**

**ARTICLES OF INCORPORATION** 02 JUL 29 AM 9:11

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CONSTRUCTION "R" US GROUP, INC.**

The Undersigned subscriber to these Articles of incorporation is a natural person competent to contract and hereby for a corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1- NAME**

The name of the Corporation is CONSTRUCTION "R" US GROUP, INC. (hereinafter, Incorporated").

**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 address of the principal office of this corporation is 4711 NW 79 AVENUE, SUITE 6-F, MIAMI, FLORIDA, 33166 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this corporation is:

JOSE RAFAEL CHIQUITO  
11411 NW 60 STREET # 273  
MIAMI, FLORIDA, 33178

## **ARTICLE 5 - OFFICERS**

The Officers of the Corporation shall be:

President:	Jose Manuel Luis
Secretary	Jose Rafael Chiquito

Whose addresses shall be the as follow:

Jose Manuel Luis  
6210 NW 173 STREET AP 821  
MAIMI, FL 33015

Jose Rafael Chiquito  
11411 NW 60 STREET, # 273  
MIAMI, FL 33178

## **ARTICLE 6 -DIRECTOR (S)**

The Director (s) of the Corporation shall be:

Jose Rafael Chiquito  
Jose Manuel Luis

Whose address shall be the same as the address of the Officers of this Corporation.

## **ARTICLE 7 – CORPORATE CAPITALIZATION**

7.1. The maximum number of shares that this Corporation is authorized to have outstanding at any times is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2. The Holders of Shares of Common Stock of this Corporation should be as follow:

JRC INTERNATIONAL SUPPLY, INC. 50%

J & J INTERNATIONAL GROUP CORP. 50%

7.3. All holders of shares of common stock 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.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time 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 preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualification, or term of conditions of redemption of the stock.

### **ARTICLE 8 - 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 share 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 9 - POWERS OF CORPORATION**

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

### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 11 -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 book of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is, 4711 NW 79 AVENUE SUITE 6-F, MIAMI, FL 33166. The name and address of the registered agent of this Corporation is JOSE RAFAEL CHIQUITO, at the same address above mentioned.

### **ARTICLE 13 - 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 affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board 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 14 - EFFECTIVE DATE**

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

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to 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 Articles of Incorporation or any amendment hereto are granted subject to this reservation. IN WITNESS WHERE OF the undersigned subscribers have executed these Articles of Incorporation on this July 25<sup>th</sup>, 2002

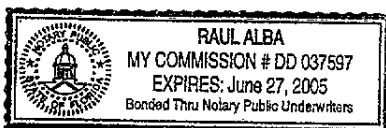
  
\_\_\_\_\_  
**JOSE MANUEL LUIS, PRESIDENT**

  
\_\_\_\_\_  
**JOSE RAFAEL CHIQUITO, SECRETARY**

**COUNTY OF MIAMI DADE  
STATE OF FLORIDA**

BEFORE ME, the undersigned authority, this day personally appeared JOSE MANUEL LUIS and JOSE RAFEL CHIQUITO after being duly sworn depose and say that the facts contained above are true and correct, and that they have executed the same for the purposes contained herein.

WITNESS my hand and official seal this July 25<sup>th</sup>, 2002



  
\_\_\_\_\_  
**RAUL ALBA  
NOTARY PUBLIC, STATE OF FLORIDA  
COUNTY OF MIAMI DADE**

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHICH PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES.

THE FOLLOWING IS SUBMITTED:

**CONSTRUCTION "R" US GROUP, INC.**

DESIRING TO ORGANIZE OR QUALIFY THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS 4711 NW 79 AVENUE, SUITE 6-F, MIAMI, FL 33166 COUNTY MIAMI DADE, STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

**FILED**

02 JUL 29 AM 9:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOSE RAFAEL CHIQUITO  
**CORPORATE OFFICER**

SECRETARY  
**TITLE**

JULY - 25 - 2002  
**DATE**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSABILITIES AS REGISTERED AGENT OF SAID CORPORATION, AND I HEREBY WITH THE PROVISIONS OF ALL STATUTES TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE

JULY - 25 - 2002.