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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 373-7718

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 11 PM 4:19

FLORIDA PROFIT CORPORATION OR P.A.**GLOBAL & GENERAL CONSTRUCTION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
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16



FLORIDA DEPARTMENT OF STATE

**Jim Smith
Secretary of State**

October 7, 2002

ACE INDUSTRIES, INC.

**SUBJECT: GLOBAL & GENERAL CONSTRUCTION, INC.
REF: W02000028848**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6973.

**Claretha Golden
Document Specialist
New Filings Section**

**FAX Aud. #: H02000208232
Letter Number: 102A00056045**

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H02-208232

ARTICLE OF INCORPORATION
OF

GLOBAL & GENERAL CONSTRUCTION, INC.

The undersigned incorporations(s), being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

Article I

The name of this Corporation shall be:

GLOBAL & GENERAL CONSTRUCTION, INC.

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DIVISION OF CORPORATIONS

Article II
Terms of Existence

This Corporation may engage in any activity or business permitted under the laws of the State of Florida and shall commence existence upon the date of filing with the Division of Corporations, State of Florida, and shall have perpetual existence.

Article III

The principal place of business of this Corporation shall be:

11633 NW 7th Avenue, Suite 105
Miami, Florida 33168

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Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries

Article IV Purposes and Powers

The general nature of Business of this Corporation is to transact any and all lawful business permitted to Corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall give all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

1- To conduct an operate a business engaged in any lawful manner and pertaining to the business of construction of homes, repairing houses, remodeling houses, any type of Fences, Tile Carpentry, Mason Plaster, Roof Paint and Concrete and or industry, among other things, in the purchasing, leasing and to act as agents, builders for and or personal representatives for or otherwise to acquire all of the necessary constructions.

2- To conduct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise dispose of, and to invest in personal property and services of every class, kind and description in the marketing of the business construction.

3- To act as a broker, agent or factor for any person, firm or corporation in the variety entertainment business.

4- To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, lease and all such property and any and all legal and equitable rights thereunder and interest herein.

5- To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse,

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execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, and other negotiable and nonnegotiable instruments and evidence of indebtedness, and to secure payment thereof and conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

6- To guarantee, endorse, purchase, hold, sell, transfer, exploit, pledge or otherwise acquire or dispose of the shares of the capital stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

7- To enter into make, perform and carry out contracts and arrangement of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private or municipal body existing under the government of the United States or any state, territory colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law. To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

8- In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent contractor, broker, or otherwise, either alone or in company with any entity or individual: to establish one or more offices, both within the State of Florida and any other part of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and any foreign countries.

9- To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the law of the State of Florida and of the United States of America.

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Article V Capital Stock

The aggregate number of shares, which this Corporation shall have authority to issue, is 1,000 shares having an individual par value of \$1.00.

Unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this Corporation. The Capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporation of the directors. The stock shall be issued from time to time as may be determined by the Board of Directors. The consideration to be paid for each share shall be fixed by the Board of Directors and any share so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call payment thereon.

All of the issued stock of all classes shall be subject to the following restrictions on transfer:

Article VI

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

Article VII

The name and street address of the registered agent of this Corporation is:

Yollette Antoine, 3537 SW 175th Ave - Miramar, Florida 33029

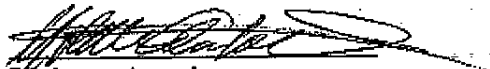
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Article VIII

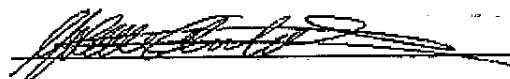
The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article XII above, and in evidence of her wish to form this Corporation, does hereunto subscribe her name, this 27th September, 2002.

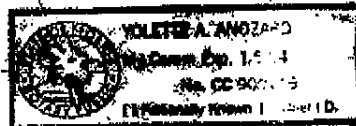

Yvette Antoine

STATE OF FLORIDA COUNTY OF DADE BEFORE ME, the undersigned authority, personally appeared, Yvette Antoine known to be the person described herein and whose name is signed on the foregoing Certificate of Incorporation of **Global & General Construction, Inc.** and who is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED Before me this 27th September, 2002

, Notary Public, State of Florida - At Large

My Commission Expires:



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Article IX

The business of the Corporation shall be conducted by a Board of Directors of not less than One (1), to be increased at the discretion of the Board of Directors.

Article X

The name and post office address of the first Board of Directors and officers of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successor is duly elected and qualified is:

Pres/Director - Solimon Benoit -

V/Pres. - Gregory Patterson -

Sec/Director - Carole Pierre-Benoit -

Treasurer - Michel Philemon - 850 NE 179th Terr - N. Miami Bch. Fl 33162

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Article XI

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Global & General Construction, Inc.
2. The name and post office address of the Registered Agent is:

Yolette Antoine, consultant - 3537 SW 175th Ave - Miramar, Fl 33029

SIGNATURE: [Signature]
TITLE: Assistant
DATE: 09/27/02

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: [Signature]
DATE: 09/27/02

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Article XII

The name and post office address of the Subscriber of these Articles of Incorporation is:

Yollette Antoine, consultant - 3537 SW 175th Ave - Miramar, Florida 33029

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DIVISION OF CORPORATIONS

Article XIII

This Corporation shall indemnify any Officer or Director or any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

Article XIV

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article XV

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt an plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

Article XVI

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

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