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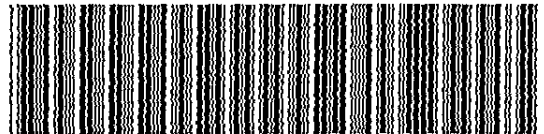
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Audrey R. Lutz
6-26-03
*Audrey
4P

LAW OFFICES
IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

June 24, 2003

AIRBORNE EXPRESS #8641963050

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: CRH DEVELOPERS, INC. f/k/a
CONCEPCION, RODRIGUEZ & PARTNERS, INC.
Documents No.: P03000056512

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended & Restated Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$43.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75

Please file the original of the enclosed Amended & Restated Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed an Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,



Ivan A. Gomez

IAG/ys
E:\WPDOCS\CRH-Dev\A&R Sec State.L.wpd
Enclosures

cc: Mr. Juan Concepción

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONCEPCION, RODRIGUEZ & PARTNERS, INC.
a Florida Corporation**

The undersigned, officers of CONCEPCION, RODRIGUEZ & PARTNERS, INC., a Florida corporation ("Corporation"), pursuant to Section 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is CRH DEVELOPERS, INC.

**ARTICLE II
OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 2445 West 80th Street, Bay 1, Hialeah, Florida 33016, address of office, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

**ARTICLE III
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131 and the name of the Registered Agent of the Corporation at that address is IAG Corporate Services, Inc.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have three (3) directors to hold office until the next annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Juan Concepción	25013 S.W. 123rd Place Miami, Florida 33032
Emma M. Rodriguez	8610 N.W. 166th Terrace Miami, Florida 33016
Juan Carlos Hernandez	10287 N.W. 135th Street Hialeah Gardens, Florida 33018

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators to these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Ivan A. Gomez, P.A.	601 Brickell Key Drive, Suite 507 Miami, Florida 33131

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on June 24th, 2003, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 24 day of June, 2003.

By: *Emma M. Rodriguez*
Secretary: _____

CRH DEVELOPERS, INC.

By: *Juan Concepcion*
Title: President

(CORPORATE SEAL)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of CRH DEVELOPERS, INC., as made in the foregoing Amended and Restated Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 6/24/03

By: IAG
Ivan A. Gomez, President