

LAW OFFICE

MICHAEL D. BODNE
PROFESSIONAL ASSOCIATION

P95000006623

2001 NE BOYNTREE STREET
NORTH MIAMI BEACH, FLORIDA 33170

TELEPHONE
(305) 638-0300

January 20, 1995

100001387321
-01/23/95--01099--020
****122.50 ****122.50

Secretary of State
State of Florida
Capitol Building
Corporation Division
Tallahassee, Florida 32304

Re: SOUTHERN COMMERCIAL & RESIDENTIAL REPAIRS, INC
a Florida corporation

EFFECTIVE DATE

Gentlemen:

JAN 20 1995

Enclosed please find an original and duplicate original of the fully executed Articles of Incorporation and Certificate Designating the Registered Agent of the above-named corporation.

Also enclosed please find our check in the amount of \$122.50 to cover the following costs:

Filing Fee for Certificate of Incorporation	52.50
Filing Fee for Certificate of Registered Agent	35.00
Cost for Certified Copy of Articles of Incorporation with attached Certificate Designating Registered Agent	35.00

\$ 122.50

Would you please do the following:

1. File one copy of the Articles of Incorporation in your records along with the Certificate Designating the Registered Agent.
2. Take the second copy of the Articles of Incorporation and the Certificate Designating the Registered Agent and stamp EACH PAGE to indicate the date on which it was received and filed in your office.
3. Return the stamped second copy to this office as a Certified Copy of these Articles of Incorporation and the attached Certificate Designating Registered Agent, together with a receipt for payment of your fees.

LAW OFFICES

MICHAEL D. BODNE

PROFESSIONAL ASSOCIATION

2011 NE 205th STREET
NORTH MIAMI BEACH, FLORIDA 33179

TELEPHONE
(305) 832-8300

Secretary of State
January 20, 1995
Page Two

4. Please state on the above-mentioned Certified Copy the date on which corporate existence commences, as specified in Article II of the enclosed Articles of Incorporation.

If the amount of the check is incorrect, or if there is any question regarding the form of the Articles of Incorporation, please keep same and telephone this office COLLECT so that we may discuss and resolve the matter immediately.

Your prompt attention will be appreciated.

Very truly yours,

MICHAEL D. BODNE, P.A.


Michael D. Bodne

MDB/leb
Enclosures

ARTICLES OF INCORPORATION

OF

SOUTHERN COMMERCIAL & RESIDENTIAL REPAIRS, INC.

LARA DODNE, a natural person competent to contract, does hereby make, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida and pursuant to the Florida General Corporation Act, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be:

SOUTHERN COMMERCIAL & RESIDENTIAL REPAIRS, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence. The date on which corporation existence shall begin on January 20, 1995

ARTICLE III

GENERAL NATURE OF BUSINESS,
POWERS AND PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business or activity.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be Six Hundred (600) shares of common stock, all of a single class, such shares to be of One Dollar (\$1.00) par value each, all of which shares shall be issued fully paid and non-assessable.

EFFECTIVE DATE

JAN 20 1995

FILED
SECRETARY OF STATE
JAN 23 AM 8:50

Each of said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. No holder of common stock shall be entitled to any right of cumulative voting.

The capital stock of this Corporation may be paid for in lawful money of the United States of America, or in property, labor, or services at a fair and just valuation to be fixed by the stockholders, or by the unanimous vote of the Board of Directors, at any regular or special meeting of this Corporation. Property, labor, or services may also be purchased with the capital stock of this Corporation at such variations as shall be fixed by the stockholders, or by the unanimous vote of the Board of Directors at any regular or special meeting of this Corporation.

ARTICLE V

NO PREEMPTIVE RIGHTS

No holder of shares of the capital stock of any class of this Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of this Corporation, whether now or hereafter authorized, nor to any obligations convertible into stock of this Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time fix.

ARTICLE VI

INITIAL REGISTERED OFFICES

The street address of the initial registered office of this corporation is 2081 N.E. 205th Street North Miami Beach, Florida, but this Corporation shall have the power to move the registered office to any other address in the State of Florida that may be deemed expedient.

ARTICLE VII

INITIAL PRINCIPAL OFFICE

The street address and mailing address of the Initial Principal Office of this corporation is 2640 N.E. 135th Street, #106 North Miami, Florida 33181

ARTICLE VIII

INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at the same address as stated in Article VI hereinabove, is MICHAEL D. BODNE, ESQ., but this Corporation shall have the power to change the name of the Registered Agent to any other person located in the registered office of this Corporation in the State of Florida that may be deemed expedient.

ARTICLE IX

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than One (1) nor more than Five (5), the number to be fixed as provided in the By-Laws of this Corporation. Any Director may be removed at any annual or special meeting of the stockholders by the same vote as is required to elect a Director. The Directors shall have their compensation fixed by the stockholders of this Corporation.

ARTICLE X

INITIAL BOARD OF DIRECTORS

The name and street addresses of the members of the Board of Directors, who, unless otherwise provided by the By-Laws, or removed as provided herein, shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, shall be:

NAME

ADDRESS

David Martinez

2640 N.E. 135th Street
#106
North Miami, Fl 33181

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

NAME

Lara Bodne

ADDRESS

2081 N.E. 205 Street
No. Miami Beach, FL 33179

ARTICLE XII

CLASSES OF DIRECTORS

The Directors of this Corporation may be divided into classes as shall be more specifically provided for in the By-Laws of this Corporation.

ARTICLE XIII

INDEMNIFICATION

This Corporation shall indemnify any officer, incorporator, or director, or any former officer, incorporator, or director, to the full extent permitted by law. In addition, and not by way of limitation of the foregoing, this Corporation shall have the power, at its sole discretion, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of this Corporation, or who is or was serving at the request of this Corporation, as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the authority to indemnify him against such liability under the provisions of these Articles, or under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification as they may deem proper.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which any director or officer or stockholder may be entitled to as a matter of law or otherwise.

ARTICLE XIV

SPECIAL PROVISIO

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or in the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other

governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE XV

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XVI

BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the stockholders; however, the stockholders may repeal or change any By-Law adopted by the Board of Directors and the stockholders may prescribe in any By-Law made by them that such By-Law may not be altered, amended, or repealed by the Board of Directors.

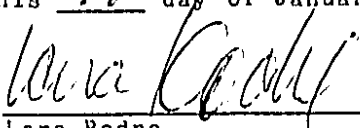
ARTICLE XVII

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any and all rights conferred upon the stockholders of this Corporation are

subject to this reservation. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

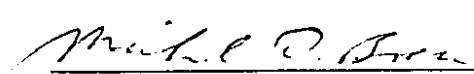
IN WITNESS WHEREOF, I, the undersigned, as incorporator of SOUTHERN COMMERCIAL & RESIDENTIAL REPAIRS, INC. have executed these Articles of Incorporation this 28th day of January 1995, at Miami, Dade County, Florida.


Lara Bodne

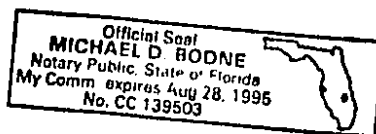
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LARA BODNE to me well known and known by me to be the incorporator described in and who executed the above and foregoing Articles of Incorporation of SOUTHERN COMMERCIAL & RESIDENTIAL REPAIRS, INC. and she has acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28th day of January 1995 at Miami, Dade County, Florida.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that SOUTHERN COMMERCIAL & RESIDENTIAL REPAIRS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of North Miami Beach, County of Dade State of Florida, has named MICHAEL D. BODNE located at 2081 N.E. 205th Street, City of N. Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office.

By: Michael D. Bodne
MICHAEL D. BODNE, ESQ
RESIDENT AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 AM 8:50