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1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000001193)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WATERPROOFING SYSTEMS & ROOFING CORP.
FAX AUDIT NUMBER: H95000001193
DATE REQUESTED: 01/30/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
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TO DIV CORP ELT FI P.01

JAN-30-1995 13:09 FROM EMPIRE

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ARTICLES OF INCORPORATION OF
WATERPROOFING SYSTEMS & ROOFING CORP.

ARTICLE I- NAME:

The name of this corporation is: WATERPROOFING SYSTEMS & ROOFING CORP.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of

ROBERTO F. FLEITAS
FL. BAR NO. 0273546
782 N.W. LEJEUNE RD.
SUITE 550
MIAMI, FL 33126
(305) 442-1439

TO DIV CORP ELT FI P.02

JAN-30-1995 13:18 FROM EMPIRE

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this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share hereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is: 5200 S.W. 8th Street, Suite 108, Miami, Florida 33134

The name of the initial registered agent of this corporation is:

Liliana Juncosa
5200 S.W. 8th Street, Suite 108
Miami, Florida 33134

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name(s) and address(es) of the initial director(s) of this

corporation is (are): Liliana Juncosa
5200 S.W. 8th Street, Suite 108
Miami, Florida 33134

ARTICLE VIII-INDEMNIFICATION:


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):
Liliana Juncosa
5200 S.W. 8th Street, Suite 108
Miami, Florida 33134

IN WITNESS WHEREOF, the undersigned
subscriber(s) has (have) executed these Articles of Incorporation
this 22 day of January, 1995.


Liliana Juncosa

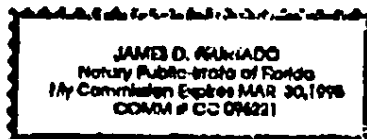
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Liliana Juncosa, known to me and known by me to be the person
(s) who executed the foregoing Articles of Incorporation, and
acknowledged before me that he executed the same for the purposes
therein expressed.

The foregoing instrument was acknowledged before me on this 22
day of January, 1995 by Liliana Juncosa who
is personally known to me or who has produced Passport photo
as identification and who did take an oath.


NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:



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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted: WATERPROOFING SYSTEMS & ROOFING CORP. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: Liliara Juncosa as its agent to accept service of process within the State of Florida, with the registered address as: 5200 S.W. 8th Street, Suite 108, Miami, Florida 33134

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THE 23⁴ DAY OF JANUARY, 1995.


REGISTERED AGENT

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