

04/19/95 25 FAX-T-CORPORATE AGENTS (305) 592-9591 P.

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAX-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIAMI REMODELING EXPERTS, INC.

FAX AUDIT NUMBER: H95000004413

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1995

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EFFECTIVE DATE

4-24-95

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4.20/95

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

MIAMI REMODELING EXPERTS, INC

ARTICLE TWO

NATURE OF BUSINESS

EFFECTIVE DATE

4-24-95

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: April 24, 1995. Address of principal office of the corporation shall be: 30501 S.W. 157th Ave., Homestead, FL 33033. Telephone number shall be: 305-248-0148.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This corporation shall at all times have at least one Director. The Stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the corporation shall at all times have a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

Prepared by: Terry Caro
7895 S.W. 24th St. Ste 211
Miami, FL 33155
Phone : 265-0898

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ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation: The Stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 1500 SHARES

C. Par Value: Each share of Common Stock shall have the par value of: ONE (\$1.00) DOLLAR

D. Consideration: Each share of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of common stock Common Stock shall be used in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Cumulative Voting: No holder of Common stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors of our assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

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ARTICLE NINE

REGISTERED OFFICE AND REGISTERED AGENT

The street address of this corporation's registered office and the name of its initial registered agent at such address are as follows:

NAME
Angel A. Villamor

ADDRESS
30501 S.W. 157th Ave.
Homestead, Fl 33033

I HEREBY AGREE to act as Registered Agent for this corporation, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


Registered Agent

SOLE SUBSCRIBERS AND INITIAL DIRECTORS

The undersigned individual, competent to contract, executed this Certificate of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as director until her successors have qualified, following her election or appointment.

Subscriber/Director:

Angel A. Villamor

Street Address:

30501 S.W. 157th Ave.
Homestead, Fl 33033

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IN WITNESS WHEREOF, the undersigned subscribers do make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Date: April 19th, 1995

Angel Villamor

STATE OF FLORIDA

SS.

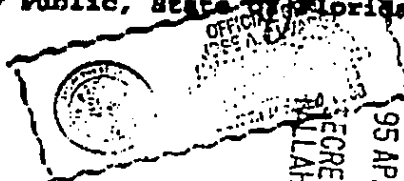
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ----- Angel A. Villamor ----- to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED: April 19th, 1995.

Jose A. Alvarez
Notary Public, State of Florida



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TALLAHASSEE, FLORIDA