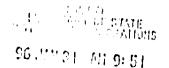
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	RIDA 33174 (305)552-5973 re/Zlp Phone #	Office Use Only
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Trademark Other

Examiner's Initials



# ARTICLES OF INCORPORATION

# **OF**

#### A.P. DRYWALL INC.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

# ARTICLE

#### NAME

The name of this Corporation shall be:

# A.P. DRYWALL INC.

#### ARTICLE II

# **AUTHORIZED SHARES**

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1500 shares of common stock, and which common stock shall have a par value of \$ 1 per share. All stock is to be issued fully paid and exempt from assessment.

# ARTICLE III

# TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

#### **ARTICLE IV**

# REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That A.P. DRYWALL INC, desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida had name PEDRO A. RODRIGUEZ 737 N.W. 23TH CT. APT. 3 as its agent to accept service of process within this state,

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

PEDRO A. RODRIGUEZ

Registered Agent

# ARTICLE V

# PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

# 737 N.W. 23TH CT. APT. 3 MIAMI. FLORIDA 33125

#### ARTICLES VI

#### **DIRECTORS**

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have three (3) Director(s) initially.

The name and address of the initial Directors of this Corporation is:

NAME		ADDRESS
PEDRO A. RODRIGUEZ	PRESIDENT	737 N.W. 23TH CT. APT. 3 MIAMI, FL 33125
RIGOBERTO DIAZ	TREASURE	737 N.W. 23TH CT. APT. 3 MIAMI, FL 33125
JOSE E. LANDA	SECRETARY	737 N.W. 23TH CT. APT. 3 MIAMI, FL 33125

# **ARTICLES VII**

# **INCORPORATORS**

The name and address of the incorporators and subscribers hereto is as follows:

NAME		ADDRESS
PEDRO A. RODRIGUEZ	34% SHARES	737 N.W. 23TH CT. APT. 3 MIAMI, FL 33125
RIGOBERTO DIAZ	33% SHARES	737 N.W. 23TH CT. APT. 3 MIAMI, FL 33125
JOSE E. LANDA	33% SHARES	737 N.W. 23TH CT. APT. 3 MIAMI, FL 33125

# **ARTICLES VIII**

# **INDEMNIFICATION**

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of



the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

## **ARTICLE IX**

#### **BYLAWS**

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and maragement of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.

PEDRO A. RODRIGUEZ PRESIDENT

RIGOBERTO DIAZ TREASURE

JOSE E. LANDA SECRETARY WITNESS: My hand and official seal this 3974 day of JANUARY 1996, at Miami, County of Dade, State of Florida

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires



CIFICIAL NOTARY SEAL
SUSTA RUBAL CARAL
COMMISSION NO. CC90007
MY COMMISSION EXP. RULY 3, 1998

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