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ALBERTO PEREZ
15141 S W 59TH STREET
MIAMI, FL. 33193

FEBRUARY 5, 1996

SECRETARY OF STATE
TALLAHASSEE, FL. 32302

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-02/19/96--01020--014
***122.50 ***122.50


DEAR SIR:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION OF THE
PROPOSED CORPORATION " SPECTRUM GENERAL PAINTING, INC." ALONG
WITH A CHECK IN THE AMOUNT OF \$122.50 TO COVER ALL COSTS.

PLEASE RETURN A CERTIFIED COPY OF SAID ARTICLES OF
INCORPORATION, ENDORSING YOUR APPROVAL THEREON.

WE WOULD APPRECIATE YOUR OFFICE PROCESSING THIS CHARTER
IMMEDIATELY AND RETURNING SAME IN THE ENCLOSED STAMPED SELF-
ADDRESSED ENVELOPE. IF , FOR ANY REASON , A CHARTER CANNOT BE
ISSUED IMMEDIATELY FOR THE PROPOSED CORPORATION , PLEASE
ADVISE.

VERY TRULY YOURS,


ALBERTO J. PEREZ
(305) 387-3405

FILED
96 FEB 14 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bmp
2-14-96

Alberto L. Perez
15141 S.W. 59 St.
Miami, FL 33193
(305) 387-3405

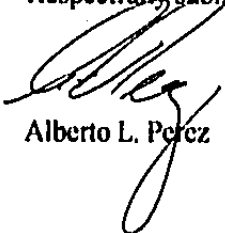
February 9, 1996

Secretary of State
Tallahassee, FL 32302

Dear Sir or Madam:

Please find enclosed a check in the amount of \$122.50 to cover the costs for the incorporation of **"Spectrum General Painting, Inc."** On February 8, two notarized copies of the articles of incorporation were forwarded to you, however a check for the processing of this application was not enclosed. If you have any questions regarding this, you may reach me at the above. Your prompt attention will be appreciated. Thank you.

Respectfully submitted,



Alberto L. Perez

FILED

96 FEB 14 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SPECTRUM GENERAL PAINTING, INC.

ARTICLE 1

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE:

SPECTRUM GENERAL PAINTING, INC.

ARTICLE 11

NATURE OF THE CORPORATE BUSINESS:

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE 111

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE A MAXIMUM OF FIVE
HUNDRED (500) SHARES OF STOCK. THE SHARES OF STOCK AUTHORIZED
SHALL BE COMMON STOCK HAVING A PAR VALUE OF ONE (1) DOLLAR
PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE OF
STOCK SHALL BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE 1V

PRINCIPAL PLACE OF BUSINESS

THE CORPORATION'S PRINCIPAL OFFICE IN THE STATE OF FLORIDA
SHALL BE AT, 15141 S W 59TH STREET, MIAMI. FL. 33193

ARTICLE V

BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS MAY BE ALTERED FROM TIME TO TIME BY
BY-LAWS ADOPTED BY THE SHAREHOLDERS. HOWEVER, THE CORPORATION
SHALL HAVE NO LESS THAN ONE (2) DIRECTORS AT ANY TIME.

ARTICLE V1
INITIAL DIRECTORS

NAME	ADDRESS
ALBERTO L. PEREZ	15141 S W 59TH STREET MIAMI, FL. 33193
CARIDAD PEREZ	15141 S W 59TH STREET MIAMI, FL. 33193

THE FIRST DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OF THE CORPORATION.

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

ARTICLE V11

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST. SPECTRUM GENERAL PAINTING, INC.. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE INDICATED IN THE ARTICLES OF INCORPORATION AT 15141 S W 59TH STREET, COUNTY OF DADE, STATE OF FLORIDA HAS NAMED ALBERTO PEREZ WHOSE OFFICE IS LOCATED AT 15141 S W 59TH STREET, MIAMI, FL. 33193 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



ALBERTO L. PEREZ
RESIDENT AGENT

ARTICLE VI11

INCORPORATOR

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATOR
EXECUTING THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:
INCORPORATOR ADDRESS

ALBERTO L. PEREZ

15141 S W 59TH STREET
MIAMI, FL. 33193

ARTICLE IX

PRE-EMPTIVE RIGHTS

ANY SHAREHOLDER OF THE CORPORATION DESIRING TO SELL HIS/HER
SHARES IN THE CORPORATION, SHALL FIRST OFFER THOSE SHARES TO
THE OTHER SHAREHOLDERS UPON THE SAME TERMS AND CONDITIONS AS
THE SHARES ARE BEING OFFERED TO NON-SHAREHOLDERS. ANY OTHER
SHAREHOLDERS WISHING TO PURCHASE THE OFFERED SHARES, SHALL
EXERCISE THEIR RIGHT OF FIRST REFUSAL WITHIN THIRTY (30) DAYS
OF RECEIPT OF A WRITTEN OFFER TO SELL. THEREAFTER, THE
SELLING SHAREHOLDER SHALL BE FREE TO SELL HIS/HER SHARES TO
ANY NON-SHAREHOLDER UPON THE SAME TERMS AND CONDITIONS AS
WERE OFFERED TO THE REMAINING SHAREHOLDERS.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A
CORPORATION TO DO BUSINESS WITHIN THE STATE OF FLORIDA, DOES
MAKE AND FILE THESE "ARTICLES OF INCORPORATION", HEREBY
DECLARING AND CERTIFYING THAT THESE FACTS ARE TRUE.

BY *Alberto L. Perez*
ALBERTO L. PEREZ

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

BE IT REMEMBERED that on this day before me,
a Notary public duly authorized in the State and County named
above to take acknowledgments, personally appeared ALBERTO L.
PEREZ to me known to be the person described as the
Incorporator, and he acknowledged before me that he executed
said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said
County and State, This 9 day of Feb, 1996



David C. Ernest #14457
NOTARY PUBLIC