

P96000027988

MARCH 10 1996

Secretary of State
State of Florida,
The capitol building
Tallahassee, Florida

Gentelman:

2000001757682
03/26/96--01095--018
****122.50 ****122.50

Enclosed are two copies of certificate of incorporation of

C & C DRAYWALL CORPORATION INC

along with a check for ONE HUNDRED TWENTY TWO DOLLAR 50/100

\$ 122.50 to cover registration fees.

Very truly yours,



Resident Agent

SEARCHED INDEXED SERIALIZED FILED
FEB 11 1996

4/1/96
6B

ARTICLES OF INCORPORATION
OF

C & C DRAYWALL CORPORATION INC.

We the undersigned, hereby associate together for the purpose of forming a corporation under the laws of the state of Florida, by and under the provision of the laws of said state, providing for the formation, existence, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME ADDRESS AND AGENT

The name of this corporation shall be;

C & C DRAYWALL CORPORATION INC.

(hereinafter referred to as the corporation). The principal office shall be located at 2027 N W 24 ND Street

MIAMI FL 33147 in the county of Dade. The registered agent shall be CARLOS OBRATO, located at -- 2027 N W 24 ND ST. MIAMI FL 33147 County of Dade, State of Florida.

ARTICLE II

NATURE OF BUSINESS

Section 1. The general nature of the business and objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz.

a. To carry on business in the United States or any foreign country or countries, to buy, sell, import, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

4. To make rules, make provision and carry out construction of -
seafaring ships and for any lawful purpose with and upon, items, -
construction and/or outfitting.

5. To maintain all the expenses of total or partial removal and the -
expenses of the fitting up.

6. To found banks, associations, and/or organizations of and -
especially from time to time, for the objects and purposes of the joint
parties and to secure land held by mortgagee persons and/or others, or
otherwise.

7. To purchase, hold and receive the shares of the capital -
stock, and to subscribe to purchases, or otherwise acquire, or to
contribute or to become partly in respect to the stock, bonds, or
other securities and obligations of the company and other jointholders.

8. To do all or such acts of fitting up ships as may be incident or --
conducive to the purposes, and to do all acts necessary,
suitable, convenient, or proper for the accomplishment of any of the
purposes or the attainment of any object or intent mentioned or
referred to the power herein named, or which shall be any body or
persons contracting or engaged for the prosecution or service of the
corporation.

9. To regulation or control of vessels owned individually or
in pairs or in sets, or of jointly, now or in the future, or to
conduct the business herein mentioned in any mode or manner best suited
therefor.

10. In general, to carry on any mercantile business in - -
connection with the foregoing, whether manufacturing or otherwise
and to have and exercise all the powers conferred by the laws of
the state of Florida upon corporations of this character.

ARTICLE III

CAPITAL STOCK

THE CAPITAL STOCK OF THE CORPORATION SHALL CONSIST OF:

a. FIFTY (50) SHARES OF PAR VALUE FIVE DOLLARS EACH FOR CORPORATION PURPOSES, WHICH SHARES WILL HAVE A NOMINAL VALUE AND ALSO
TEN DOLLARS (\$10.00) *

PAR VALUE AS CONSIDERATION.

b. SHARERSHARES OF COMMON STOCK TO HAVE PAR VALUE, ALL SHARES TO BE ISSUED FULLY PAID AND NON-ASSUMPTIVE.

THE CAPITAL STOCK OF THIS CORPORATION MAY BE PAID IN CASH OR MONEY OR IN THE FORM OF SERVICES OR PROPERTY LABOR OR SERVICES AT A FAIR AND FAIR VALUATION TO BE DETERMINED BY THE STOCKHOLDERS OR BY THE BOARD OF DIRECTORS. SHARERSHARES DETERMINATION OF PAR VALUE MADE BY THE BOARD OF DIRECTORS IS TO BE CONCLUSIVE PROOF OF SHARERSHARES VALUE.

c. ALL OF THE COMMON STOCK IS TO HAVE ONE VOTE PER SHARE IN THE CONTROL OF THE MANAGEMENT OF THE CORPORATION.

d. THE HOLDERS OF THESE SHARES OF COMMON STOCK ARE TO HAVE EQUAL VOTING RIGHTS IN THE PURCHASE OF SUBSEQUENT ISSUES OF STOCK.

e. IN THE EVENT ANY SHAREHOLDER IS ANNUAL TO ATTEND A QUARTERLY MEETING, THE SHAREHOLDER MAY VOTE THE SHARE OR SHARES BY MAIL, ONE SHARE REPRESENTING ONE VOTE.

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH CORPORATION SHALL BEGIN BUSINESS

SHALL NOT LESS THAN FIVE HUNDRED DOLLARS (\$500.00)
_____)

ARTICLE V

FORM OF EXISTENCE

THE CORPORATION SHALL HAVE PERTINENT EXISTENCE.

ARTICLE VI

BOARD OF DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN

TWO (2) PERSONS.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS WHO SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BY-LAWS AND THE ACT OF THE LEGISLATURE APPROVED JUNE 1, 1929 AND ALSO -- AMENDATORY LETTER, SHALL HOLD OFFICES FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL HAVE QUALIFICATIONS AS FOLLOWS:

<u>TYPE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT & TREASURER	CARLOS CERRATO	2027 N.W. 92 ND ST MIAMI FL 33147
VICE-PRESIDENT & SECRETARY	MARTA CERRATO	3037 N.W. 92 ND ST MIAMI FL 33147

ARTICLE VIII

SUBSCRIBERS

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER TO THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES WHICH EACH AGREES TO TAKE ARE AS FOLLOWS:

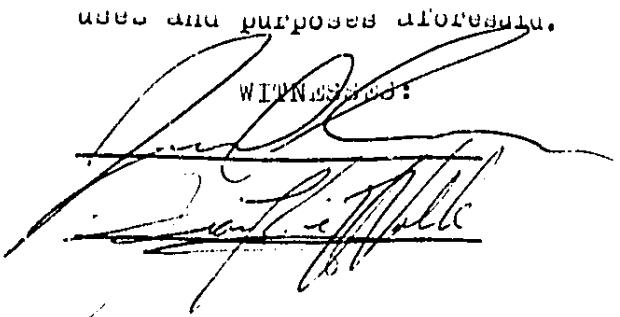
<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
CARLOS CERRATO	2027 N.W. 92 ND ST MIAMI FL 33147	40
MARTA CERRATO	3037 N.W. 92 ND ST MIAMI FL 33147	10

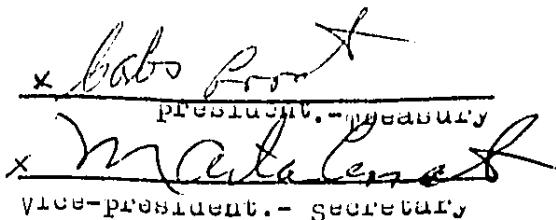
ARTICLE 1A
BY LAW

THE REGULATION OF THE BUSINESS AND THE CONDUCT OF THE AFFAIRS OF
THE CORPORATION AND THE PROVISION OF ADDITIONAL AND LIMITING POWERS -
POWERS OF THE CORPORATION, THE DIRECTORS AND THE STOCKHOLDERS, OR
ANY CLASS OF STOCKHOLDERS OF THE CORPORATION, SHALL BE CONTROLLED
BY THE BY-LAWS WHICH SHALL BE AMENDED BY THE STOCKHOLDERS OF THE
CORPORATION SHALL BE LEFT, WHICH DATE BY-LAWS MAY FROM TIME TO
TIME AND WHENEVER NECESSARY, BE AMENDED BY THE BOARD OF DIRECTORS
OF THE CORPORATION.

IN WITNESS WHEREOF, the undersigned have made and signed
these ARTICLES OF INCORPORATION at, Dade County, Florida for the
uses and purposes aforesaid.

WITNESSED:



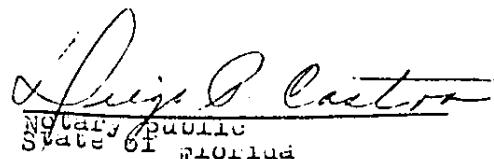

x *Carlos Jerrato*
President.- Treasurer
x *Marta Jerrato*
Vice-president.- Secretary

I HEREBY CERTIFY that on this 18 day of March
1996, before me personally appeared CARLOS JERRATO
and MARTA JERRATO

PRESIDENT-TREASURER AND SECRETARY respectively, to me well known to
be the persons described as subscribers in and who executed the -
foregoing ARTICLES OF INCORPORATION and acknowledge before me that
they subscribe to these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my official seal and
name at MIAMI, FLORIDA Dade County, this 18
day of March 1996 AD




Diego P. Castro
Notary Public
State of Florida

SERIALIZED AND INDEXED FOR FILING OR BUSINESS OR DOMESTIC PURSUIT
SERVICE OR PAYMENT OF WHICH SHALL NOT BE DELAYED NOR DEFERRED
FOR ANY REASON WHATSOEVER.

In pursuance of foregoing notice, service whereupon, the following
substituted, in compliance with said rule:

Plaintiff shall O & O DRAYWALL CORPORATION INC
residing in the State of Florida, -
at its principal office, as indicated in the affidavit of incorporation.

County of DADE STATE of FLORIDA, from whom _____
CARLOS CORRATO
located at 2027 NW 112 ST
(Street address and number of business)
City of MIAMI FLORIDA County of DADE
whereof Florida, as the agent to accept service of process --
within this state.

ACKNOWLEDGMENT: I have been shown a copy of the foregoing affidavit.

I have been shown the original affidavit of process for the above
action, incorporated in this certificate. In this certificate, I -
hereby agree to not sue capacity and agree to comply with all
the provisions of said affidavit in keeping open said office.

si: Carlos Corrato
notary Agent

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FEB 25 1969