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APR 11 1996

Secretary of State
State of Florida,
The Capitol Building
Tallahassee, Florida

500001781289
-04/16/96--01006--009
***122.50 ***122.50

Gentleman:

En closed are two copies of certificate of incorporation

INDIOS DRYWALL CORPORATION INC

along with a check for ONE HUNDRED TWENTY TWO DOLLARS 00/100

\$ 122.00 to cover registration fees.

Very truly yours,

Resident Agent

CARLOS CERRATO
3057 N W 92 Street
Miami FL 33147

ST 4/19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 15 PM 12:50

ARTICLES OF INCORPORATION
OF

INDIOS DRYWALL CORPORATION INC

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

ARTICLE 1

NAME ADDRESS AND AGENT

The name of this corporation shall be:

INDIOS DRYWALL CORPORATION INC

(hereinafter referred to as the corporation). Its Registered Office shall be located at 2027 N W 92 ND Street

MIAMI FL. 33147 in the county of Dade. Its Registered Agent shall be CARLOS GERRATO, located at 2027 N W 92 ND ST MIAMI FL 33147 county of Dade, State of Florida.

ARTICLE 11

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, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole sale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

SECRETARY OF STATE
CORPORATION DIVISION
95 APR 15 PM 12:50

d. To enter into, make perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

e. To exchange in the currency of foreign countries and the currency of the United States.

f. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purpose of the company, and to secure the same by mortgage pledge, deed or trust, or otherwise.

g. To purchase, hold and resell the shares of its capital stock, and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bond, or other securities and obligations of the company and other companies.

h. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

i. No recitation or declaration of special powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part the rec by reference.

j. In general, to carry on any incidental 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, for incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$ 10.00) per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable.

The capital stock of this corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the board of directors. Said determination of just value fixed by the board of directors is to be conclusive proof of said 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 - - preemptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholders meeting, the shareholder may vote his share or shares by - - proxy, one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which corporation shall begin business shall be not less than FIVE HUNDRED DOLLARS (\$ 500.00)

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual 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 name and address of the first 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, 1925 and acts -- amendatory thereto, shall hold office for the first year of the Corporation's existence, or until their successors are elected -- and shall have qualified, are the following:

<u>T I T L E</u>	<u>N A M E</u>	<u>ADDRESS:</u>
PRESIDENT & TREASURY	CARLOS CERRATO	2027 N W 92 ND ST MIAMI FL 33147
VICE-PRESIDENT & SECRETARY	MARTA CERRATO	2027 N W. 92 ND ST MIAMI FL 33147

ARTICLE VIII

SUBSCRIBERS

The names and address 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>A D D R E S S</u>	<u>SHARES</u>
CARLOS CERRATO	2027 N W 92 ND ST MIAMI FL 33147	40
MARTA CERRATO	2027 N W. 92 ND ST MIAMI FL 33147	10

ARTICLE IX
BY LAWS

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, of any class of stockholders of the corporation, shall be controlled by the BY-Laws which shall be adopted by the stockholders of the corporation shall be formed, which said 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.

WITNESSES:

Edmond Soggin
Jabian Biles

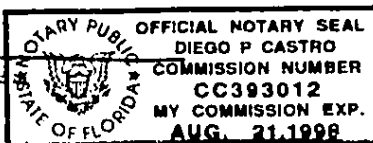
Carlos Cerrato
PRESIDENT-TREASURER
Marta Cerrato
VICE-PRESIDENT-SECRETARY

I HEREBY CERTIFY that on this 11 day of APRIL 1996, before me personally appeared CARLOS CERRATO and MARTA CERRATO

PRESIDENT-TREASURER AND SECRETARY respectively, to me well known to be the persons describe 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 hand at MIAMI-FLORIDA Dade County, this 11 day of APRIL 1996 A.D.

My commission expires



Diego P. Castro
Notary Public
State of Florida

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OR PROCESS WITHIN THIS STATE MAKING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
submitted, in compliance with said Act.

first; that INDIOS DRYBALL CORPORATION INC.
existing to organize under the laws of the state of Florida, -
with its principal office, as indicated in the articles of incor-
poration.

County of DADE STATE OF FLORIDA, has named

CARLOS GERRATO

located at 3037 N W 92 Nd Street
(Street address and number of Building)

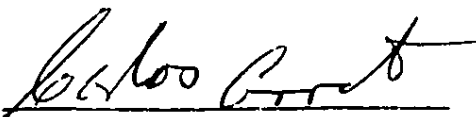
City of MIAMI FLORIDA 33147 County of DADE

State of Florida, as its agent to accept service of process - -
within this state.

ACKNOWLEDGEMENT:- Must be signed by designated agent.

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

BY:



RESIDENT AGENT

STATE OF FLORIDA
COUNTY OF DADE
96 APR 15 PM 12:50