

JUN-26-1996 11:35  
6/26/96

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

P.10/23  
11:00 AM

((H960000008896))  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST CALLEON STREET  
TALLAHASSEE FL 32301  
FAX: (904) 222-1000  
((H960000008896))  
NAME: Z.A.S. CARPENTRY, INC.  
FAX AUDIT NUMBER: H960000008896  
DATE REQUESTED: 06/26/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 8  
ESTIMATED CHARGE: \$122.50  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

FROM: EMPIRE CORPORATE KIT COMPANY  
1495 W FLAGLER DRIVE  
SUITE 1000  
MIAMI FL 33135-3302  
CONTACT: DAWN STOMONT  
PHONE: (305) 541-3004  
FAX: (305) 541-3770

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:00:04  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003265

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NUM Connect: 00:18:51

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96 JUN 26 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION OF CORPORATE RECORDS

55 JUN 26 PM 4:15

SEARCHED

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ARTICLES OF INCORPORATION

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part II, 'Closed Corporation', Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I, Corporation Generally, Chapter 607, of in force and in effect, to the extent that the aforementioned provisions of Part II, 'Closed Corporation' Chapter 607, of the Florida Statutes are not applicable thereto and in conflict therewith.

Article I Name

The name of the corporation is:

Z.A.S. CARPENTRY, INC.

Article II Nature of Business

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

Article III Capital Stock

The maximum number of share of stock the corporation is authorized to have issued and outstanding at any one time is 5,000.00 shares of non-assessable common stock having a nominal value of \$ 1.00.

Article IV Initial Capital

The amount of capital with which the Corporation shall commence is no less than \$ 200.00.

Article V Term of Existence

The Corporation shall exist perpetually.

Article VI Address

The initial street address of the principle office of the Corporation in the State of FL is, 30300 S.W. 160TH AVENUE, HOMESTEAD 33033 U.S.A. The corporation may move it's principle office to places within and without the State of FL.

PREPARED BY: J.S.P. Associates, Inc.  
Joe San Pedro, acct.  
7801 S.W. 24 Street  
Miami, FL 33155  
305-262-8947

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**Article VII Management**

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Status, shall be taken by a majority vote of the Board of Directors. The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of which he/she or it, is the record owner.

**Article VIII Subscriber**

The name, street address and number of shares subscribed by the initial subscribers to these Articles of Incorporation are:

Mr. MIGUEL ARECES Jr.  
15990 S.W. 302TH TERRACE  
HOMESTEAD, FL. 33033

Shares Held  
50.00

Mr. MIGUEL ARECES  
30300 S.W. 160TH AVENUE  
HOMESTEAD, FL. 33033

Shares Held  
50.00

Mr. LAZARO SANTOS  
8360 S.W. 32TH TERRACE  
MIAMI, FL. 33155

Shares Held  
50.00

Mr. DAVID ZALDIVAR  
30300 S.W. 160TH AVENUE  
HOMESTEAD, FL. 33033

Shares Held  
50.00

The initial subscriber certifies that in consideration for the stock for which the corporation will begin business as set forth in Article IX thereof.

**Article IX Existence**

The Corporation shall exist on July 1, 1996 such date being the day on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

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**Article X Amendments**

The Corporation may amend or repeal any provisions, part or part of these Articles of Incorporation upon an affirmative vote of the issued and outstanding stock at a duly constituted shareholders meeting.

**Article XI By-Laws and Stockholders Agreements**

The Stockholders shall have the power to make, amend or repeal by-laws concerning all matters and things so long as such by-laws or stockholders are not in conflict with these Articles of Incorporation they are now or hereafter in force and effect.

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STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating place of business domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with Chapter 40.091 of the Florida Status:

Z.A.S. CARPENTRY, INC.

A corporation organized (or organizing) under the laws of the State of Florida with it's principle office at 30300 S.W. 160TH AVENUE, in the city of HOMESTEAD, county of DADE state of Florida, has named:

Mr. MIGUEL ARECES Jr., of 15990 S.W. 302TH TERRACE, city of HOMESTEAD, county of DADE, as it's agent to accept service of process within this state.

OFFICERS

Mr. MIGUEL ARECES Jr.

Mr. MIGUEL ARECES

Mr. LAZARO SANTOS

Mr. DAVID ZALDIVAR

DIRECTORS

Mr. MIGUEL ARECES Jr.

H9 Director List continued on next page.

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DIRECTORS CONTINUED

Mr. MIGUEL ARECES

Mr. LAZARO SANTOS

Mr. DAVID ZALDIVAR

Frank J. Areces Jr.  
By Corporate Officer.

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IN WITNESS HEREOF, I the undersigned subscriber, being the original subscriber to the capital stock herein above described for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are true, and so agree to receive the number of share herein set forth, and hereunto set hand and seal this June day 25, 1996.

Mr. Miguel Areces Jr.

Mr. MIGUEL ARECES JR.

Mr. Miguel Areces

Mr. MIGUEL ARECES

Mr. Lazaro Santos

Mr. LAZARO SANTOS

Mr. David Zaldivar

Mr. DAVID ZALDIVAR

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Acceptance

I agree as resident agent to accept Service of Process; to keep office open during prescribed hours; to post my name and any other officer of said corporation authorized to accept service of process in office as required by law.  
Filing fee: \$122.50.

Mr. MIGUEL ARECES Jr.  
15990 S.W. 302TH TERRACE  
HOMESTEAD, FL 33033

STATE OF FLORIDA

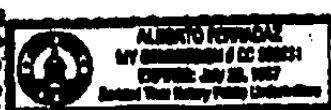
SS:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MIGUEL ARECES Jr. to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledges before me that he executed for purpose therein expressed.

ALV, Jr.  
Notary Public  
State of Florida

My commission expires:



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SECRETARIAL STATE  
TALLAHASSEE, FLA.  
GPO

FILED