

P96000257561

CANTOR & MORANTE, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAPLES OFFICE

SUITE 200

800 LAUREL OAK DRIVE

NAPLES, FLORIDA 33963

TELEPHONE (941) 898-1007

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REPLY TO MIAMI OFFICE

July 1, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700001885977

-07/08/96--01032--009

***122.50 ***122.50

Re: Incorporation of Waterproofing Solutions, Inc.

Dear Sir/Madam:

Enclosed for filing please find:

1. Original and copy of the Articles of Incorporation of the above-referenced corporation;
2. A check in the sum of \$122.50, payable to the Florida Department of State, representing the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00

Total	\$122.50
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Please certify and return to the undersigned in the enclosed stamped, self-addressed envelope the enclosed copy of the Articles of Incorporation. Should you have any questions, please do not hesitate to call.

Very truly yours,

Thomas F. Morante

Thomas F. Morante

TFM/mas
Enclosures

Articles of Incorporation

of

WATERPROOFING SOLUTIONS INC.

FILED

96 JUL -5 PH 2: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Waterproofing Solutions Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

**NUMBER OF SHARES
AUTHORIZED**

**PAR VALUE
PER SHARE**

**CLASS OF
STOCK**

1,000

\$0.01

Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 1313 N.W. 36th Street, Suite 600, Miami, County of Dade, and the name of its registered agent at such address is Peter Fedele.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Waterproofing Solutions Inc.
1313 N.W. 36th Street, Suite 600
Miami, Florida 33142

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Peter Fedele
5800 Suncrest Drive
Miami, Florida 33156

Mary Maguire
3015 Emathla Street
Coconut Grove, Florida 33133

ARTICLE VII

INCORPORATOR

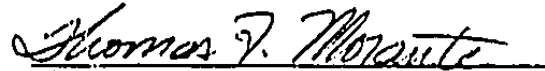
The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION


This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

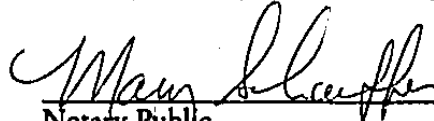
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of ~~April~~ ^{July}, 1996.


Thomas F. Morante, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

 WITNESS my hand and official seal in the State and County aforesaid, this 1st day of ~~April~~ ^{July}, 1996.


Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT **FILED**

Pursuant to Chapter 607, Florida Statutes, the following is submitted
said Act:

96 JUL -5 PM 2:22
in compliance with
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, Waterproofing Solutions Inc. has named Peter Fedele, located at 1313 N.W. 36th Street, Suite 600, City of Miami, County of Dade, State of Florida, 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 the place designated in this Certificate, Peter Fedele hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 25th day of June, 1996.

REGISTERED AGENT:

By: 

Peter Fedele