

PA0000101422

RONALD W. RITCHIE, P. A.

ATTORNEY AT LAW
PARK NORTH PROFESSIONAL CENTER
SUITE 4
5129 CASTELLO DRIVE
NAPLES, FLORIDA 33940

TELECOPIER (941) 435-1995

TELEPHONE (941) 435-1989

December 13, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

800002029758--8
-12/16/96--01028--019
****122.50 ****122.50

Re: Pro-Wall, Inc.

Dear Ladies:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, together with our trust account check in the amount of \$122.50.

Please file same and return the certified copy to the address shown above.

Very truly yours,



Cassandra L. Thomas
Assistant to Ronald W. Ritchie

enc.
:clt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 AM 11:44

12/17/96

ARTICLES OF INCORPORATION
OF
PRO-WALL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 AM 11:44

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida Business Corporation Act.

Article I - NAME

The name of this Corporation is PRO-WALL, INC.

Article II - PRINCIPAL OFFICE

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

111 Seventh Street
Naples, Florida 34113

Article III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles.

Article V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 111 Seventh Street, Naples, Florida 34113, and the name of the initial registered agent of this Corporation at that address is LUIS A. ALVAREZ.

Article VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

LUIS A. ALVAREZ
111 Seventh Street
Naples, Florida 34113

JORGE D. ALVAREZ
111 Seventh Street
Naples, Florida 34113

FRANCISCO V. ALVAREZ
111 Seventh Street
Naples, Florida 34113

Article IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

LUIS A. ALVAREZ
111 Seventh Street
Naples, Florida 34113

Article X - BY-LAWS

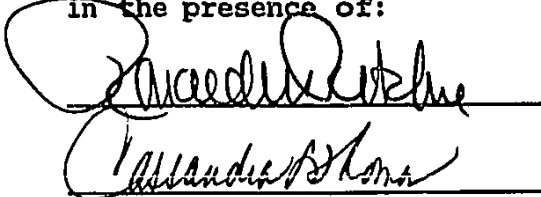
The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal to these Articles of Incorporation this 13th day of December, 1996.



LUIS A. ALVAREZ, Incorporator

Signed, sealed and delivered
in the presence of:



* * * *

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this
13th day of December, 1996, by LUIS A. ALVAREZ, who is
personally known to me (or has produced his Florida Driver's
License No. A416-521-68-012 as identification)
and who did/did not take an oath.

(S E A L)

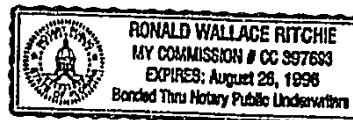


NOTARY PUBLIC

Print Name - RONALD W. RITCHIE

Commission Number - _____

My Commission Expires: _____



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PRO-WALL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Naples, County of Collier, State of Florida, has named LUIS A. ALVAREZ, whose address is 111 Seventh Street, Naples, Florida 34113, as its agent to accept service of process within this state.

* * * *

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 13th day of December, 1996.


LUIS A. ALVAREZ, Registered Agent

FILED
BY SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 AM 11:44