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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000000001 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: BUILDING UP PAINTING & WATERPROOFING DIVISIO
AUDIT NUMBER.....H97000000001
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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01/02/97 10:56
FROM BRITOLABRITO 5347534

01-02-97 00:00AM TO 5328591

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**ARTICLE OF INCORPORATION
OF
Building Up Painting & Waterproofing Division, Inc.**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER
THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION . Building Up Painting & Waterproofing Division, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED
ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH Painting & Waterproofing
2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS
MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT,
AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE
ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE
FOREGOING BUSINESS.
3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY
OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS 1000 SHARES . SUCH SHARES SHALL BE OF A SINGLE
CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00

Prepared by Brito & Brito Accounting, Inc.
407 Lincoln Road suite 5B
Miami Beach, Florida 33139
(305) 534-9292

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01/02/97 10:56
FROM BRITO4BRITO 5347534

01-02-97 00:07AM TO 5820001

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : Luis G. Brito 407 Lincoln Rd Suite 5-B Miami Beach, FL 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:
Luis G. Brito

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Two(2) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Aurelio E. Urtubia 946 NE 80th Street Miami, Fl. 33138
SECRETARY Aurelio E. Urtubia
TREASURER Aurelio E. Urtubia
VICE-PRE. Sandra V. Belozertovsky

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:
Aurelio E. Urtubia I WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS
31 DAY OF _DECEMBER_ 1996



INCORPORATOR

Aurelio E. Urtubia

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Aurelio E. Urtubia KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF

H9700000001

01/02/97 10:56

FROM BRITO4BRITO 5347534

01-02-97 00:07AM TO 5929591

NO.206

004

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H970000001

INCORPORATION.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON 31 DAY OF DECEMBER 1996.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.


REGISTERED AGENT

Luis G. Brito

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
Luis G. Brito _____, KNOW TO BE AND KNOW BY ME TO
EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON
31 DAY OF DECEMBER 1996.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

97 JAN -2 PM 12:03
FBI
TALLAHASSEE, FLORIDA

H970000001

P 9 7 0 0 0 0 0 1 6 1

Shelter Number Only

12-13-96

Richard Ceballos et al

Requestor's Name

1405 SW 107 AVE. #301A

Address

Miami FL 33174

City

State

ZIP

Phone

220-6835

VALIDATION ONLY

800002029478--3
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****122.50 ****122.50

CORPORATION(S) NAME

MarCoor Inc.



Empire Toll Free: 1-800-432-3028

| | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

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|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W P Verifier |

W96-26369

CERTIFIED COPY

R. CHESNEY JAN 2 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1996

EMPIRE

MIAMI, FL

SUBJECT: MARCOOR INC.
Ref. Number: W96000026369

We have received your document for MARCOOR INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 996A00056021

RECEIVED
97 JAN -2 AM 10 56
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

ARIAM DECORATORS INC.

ARTICLE I - NAME

The name of this corporation is ^{ARIAM DECORATORS INC.} 12200 N.W. 7 Street, Plantation, Florida 33325.

ARTICLE II - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any such business within or without the United States.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10 shares of US\$100.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - PREEMPTIVE RIGHTS

Except as to such agreements as the shareholders may execute, each stockholder of this corporation shall, because of his or her ownership of stock have the preemptive or other right to purchase, subscribe for or take any part, prorata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

18/

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

12200 N.W. 7 Street
Plantation, Florida 33325

The name of the initial registered agent of this Corporation at such address is:

Maria Coords

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and of this Corporation:

Maria Coords
MarCoor Inc.
12200 N.W. 7 Street
Plantation, Florida 33325

ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial Directors are:

- 1) Maria Coords
President
MarCoor Inc.
12200 N.W. 7 Street
Plantation, Florida 33325

112

ARTICLE VIII - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member associated or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness, both past and future, of any other persons, to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

ARTICLE IX - DIRECTOR - CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

a) The fact that such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

b) The fact that such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgements, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of their heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

ARTICLE XI - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21 day of November, 1996.



Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of **ARIAM DECORATORS INC.** at the place designated in the Articles of Incorporation, Maria Coords, hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such time as shall notify the Corporation of resignation.

Dated this 21 day of November, 1996.



Maria Coords