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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: 56 BB PAINTING & WATERPROOFING, INC.

AUDIT NUMBER.....H97000001236

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 23, 1997

EMPIRE

SUBJECT: 56 BB PAINTING & WATERPROOFING
REF: W57000001676

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must be identical throughout the document.

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If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: W57000001236
Letter Number: 597A00003368

H97000001236

**ARTICLES OF INCORPORATION
OF**

56 BB PAINTING & WATERPROOFING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be 56 BB PAINTING & WATERPROOFING, INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States of America, the state of Florida, or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares (100) of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE IV
ADDRESS**

The street address of the initial principal office of the corporation shall be 211 S.W. 51 AVENUE, MIAMI, FL 33134.

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

Prepared By:
Debra A. Valladares, Esq.
3445 N.W. 7 Street
Miami, FL 33125
(305) 642-0371
Bar No.: 816388

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**ARTICLE VI
OFFICERS**

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The initial officers of this corporation shall be:

Manuel Alfredo Valdivieso, Jr. President/Treasurer

Manuel Alfredo Valdivieso, Jr. Vice-President

**ARTICLE VII
SUBSCRIBERS**

The name and street address of the subscriber to these Articles of Incorporation and the principal office and mailing address is:

Manuel Alfredo Valdivieso, Jr. 211 S.W. 51 AVENUE
Miami, FL 33134

**ARTICLE VIII
REGISTERED AGENT**

The name and street address of the registered agent to these articles of Incorporation and the principal office and mailing address is:

Manuel Alfredo Valdivieso 211 S.W. 51 Avenue
Miami, FL 33134

I hereby am familiar with and accept the duties and responsibilities as registered agent for the above corporation.


Manuel Alfredo Valdivieso, Jr.

**ARTICLE IX
SPECIAL PROVISIONS**

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue code and that the corporation will file as a Subchapter S corporation.

**ARTICLE X
DIRECTORS**

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This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of January 1997.


Manuel Alfredo Valdivieso, Jr.

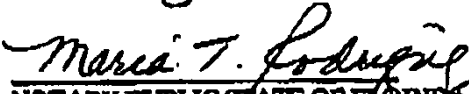
STATE OF FLORIDA

COUNTY OF DADE

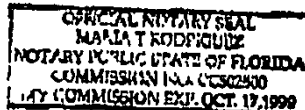
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BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Manuel Valdivieso known to me or who did produce Florida Driver's License identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and country aforesaid, this 21 day of January 1997.


NOTARY PUBLIC STATE OF FLORIDA

My commission expires:



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