

HUGO S. VARGAS
3333 DUCK AVENUE - SUITE # 207
KEY WEST, FLORIDA 33040
PHONE (305) 293-0470

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****130.00 ****130.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom it May Concern:

Please find enclosed two (2) copies of the Articles of
Incorporation for a profit corporation known as _____
HUGO AND JAIME DRYWALL, INC.
which we wish to register with the State of Florida. I have also
enclosed a check in the amount of \$ 130.-
to cover charges of filing fees.

If you have any questions, please write to the above address or
call at (305) 293-0470. Thank you for your
time and trouble in this matter.

Best Regards,



JANUARY 24th 1997

Enclosures

FILED
97 JAN 27 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

97 JAN 27 PM 3:07

HUGO AND JAIME DRYWALL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to the Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is HUGO AND JAIME DRYWALL, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is: to own, lease, operate, manage, conduct and carry on all manner of business ventures, associations, corporations, including any activity that is lawful under the laws of the State of Florida and the United States of America.

To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description including insurance; except that it is not to conduct a banking, safe, deposit, trust, surety,

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express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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 Thousand Shares at One Dollar (\$1.00) par value.

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ARTICLE IV. INITIAL CAPITAL

The amount of capital which this corporation will begin business is not less than ONE THOUSAND DOLLARS, DIVIDED INTO ONE THOUSAND SHARES OF ONE DOLLAR PAR VALUE EACH Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the registered agent and registered office of this corporation in the State of Florida is:

40 HUGO S. VARGAS, PRESIDENT
3333 DUCK AVENUE, SUITE B-207
KEY WEST, FLORIDA 33040

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII. DIRECTORS

This corporation shall have TWO Directors, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

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ARTICLE VIII. INITIAL DIRECTORS

The names and post office address of the members of the first Board of Directors are:

- 1) HUGO S. VARGAS PRESIDENT & C.E.O.
3333 DUCK AVENUE, SUITE B-207
KEY WEST, FLORIDA 33040
- 2) JAIME GUZMAN V.P. SECRETARY, TREASURER
3333 DUCK AVENUE, SUITE B-207
KEY WEST, FLORIDA 33040
- 3)
- 4)

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of the Articles of Incorporation, the number of share of stock each agrees to take, and the value of the consideration thereof are:


<u>Name</u>	<u>Address</u>	<u>Share-Value</u>
1) HUGO S. VARGAS	3333 DUCK AVENUE -#B-207 KEY WEST, FLORIDA 33040	500 = \$500.-
2) JAIME GUZMAN	3333 DUCK AVENUE -#B-207 KEY WEST, FLORIDA 33040	500 = \$500.-
3)		
4)		


H.S.V


J.G.

ARTICLE X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment of the Articles of Incorporation be made.

 HUGO S. VARGAS
-Registered Agent

 HUGO S. VARGAS
-Incorporator

 JAI ME GUZMAN
-Incorporator

-Incorporator

STATE OF FLORIDA)

:SS

COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements personally appeared: MR. HUGO S. VARGAS AND MR. JAIME GUZMAN WHO PRESENTED THEIR FLORIDA D/L # V622-337-57-378-00 AND # G255-420-66-050-0 RESPECTIVELY (AT THEIR ID.) to me known to be the persons described as subscribers in, who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 24th day of JANUARY, 1997.


Notary Public



EDOUARD HASMAR
My Commission CC488083
Expires Oct. 07, 1999

My Commission Expires:

ADDENDUM

TO

ARTICLES OF INCORPORATION, INC.

HUGO AND JAIME DRYWALL, INC.

FILED

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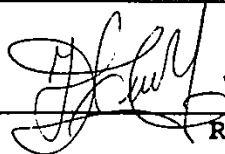
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This addendum attaches to and becomes a part of the Articles of Incorporation of HUGO AND JAIME DRYWALL, INC.

- A) I, the Registered Agent HUGO S. VARGAS
do hereby declare that I am familiar with and accept the
duties and responsibilities as registered agent of said
Corporation.
- B) I further declare that the principal office of this
corporation and my home address shall be the same and are as
follows:

3333 DUCK AVENUE, SUITE B-207
KEY WEST, FLORIDA 33040

In witness thereof I am signing this present Addendum, on this
TWENTY FOURTH day of JANUARY, 1997.



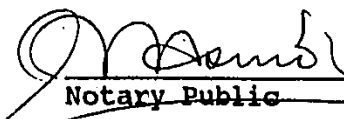
Registered Agent

State of Florida
County of BROWARD

I hereby certify that on this day before me, a Notary Public duly
authorized in the State and County named above to take
acknowledgements, personally appeared: MR. HUGO S. VARGAS

to me personally known to be the person who has signed the
foregoing addendum to the Articles of Incorporation, and
acknowledged before me that he/she is accepting the duties of the
REGISTERED AGENT of the corporation known as: HUGO AND JAIME DRYWALL, INC.

Witness my hand and official seal in the State and County named
above; this TWENTY FOURTH day of JANUARY, 1997.



Notary Public

My Commission Expires



EDWARD HASMAR
My Commission CC488083
Expires Oct. 07, 1999