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September 21th.. 1997.

Deparment of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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-02/24/97--01031--009
***122.50 ***122.50

Dear Sir:

Enclosed please find Articles of Incorporations and the Designation and Acceptance of registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to have the above address.

Sincerely,


DARWIN R. MORENO

FILED
97 FEB 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF**

D & G PAINTING 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: D & G PAINTING INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be: 1184 N.E. 112 Street Suite # 1 MIAMI, FLORIDA 33161, and the name of the initial Registered Agent for the corporation at that address is MR. Darwin R. Moreno

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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TALLAHASSEE FLORIDA

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

DARWIN R. MORENO
LYN MALDONADO

PRESIDENT
SECRETARY

**ARTICLE IX
INCORPORATOR**

The names and addresses of the incorporators are:

D & G PAINTING INC.
1184 N.E. 112 ST. #1 MIAMI, FL. 33161

LYN MALDONADO
1184 N.E. 112 ST.#1 MIAMI, FL. 33161

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

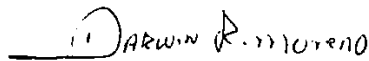
The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of State of Florida, with its principal office located at: 1184 N.E. 112 ST. #1 MIAMI, FLORIDA 33161.

D & G PAINTING INC, has named DARWIN R. MORENO whose address is 1184 N.E. 112 ST. #1. MIAMI, FL. 33161 as its agent to accept service process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designate address) in some conspicuous place in the office as required by law.

Registered Agent:


DARWIN R. MORENO

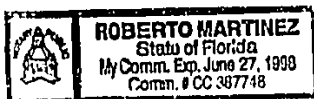
STATE OF FLORIDA


COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared DARWIN R. MORENO who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 21th. day of February, 1997.

(SEAL)





ROBERTO MARTINEZ
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires on: June 27, 1998.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21th. day of February, 1997.

Incorporator:


DARWIN R. MORENO


LYN MALDONADO

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me on this 21th. day of February, 1997.



Roberto Martinez
Notary Public, State of Florida
My commission Expires on June 27th. 1998.



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SECRETARY OF STATE
TALLAHASSEE FLORIDA