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March 7, 1997

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-03/24/97--01031--014  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Reference: ~~Magna Builders Corp.~~

Dear Sirs:

Enclosed please find one (1) original and duplicate Articles of Incorporation for the above referenced, as provided by Florida Statutes, Section 607.0202(1)(b) or 617.0202(1)(b), and money order in the amount of \$122.50. Please issue said Articles, certify one copy and return to the undersigned.

Should you have any questions concerning the above, please contact me at: (305) 461-4805.

Thank you for your cooperation in this matter.

Very truly yours,

*Frank Hernandez*  
Frank Hernandez

Encls.

cc:

FRANK HERNANDEZ  
PO BOX 49077  
CORAL GABLES FL 33114-3077

503-  
W97 -7254

970316 PM 5:41  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

02/11/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

97/03/16 11:04:1

March 28, 1997

FRANK HERNANDEZ  
POST OFFICE BOX 143077  
CORAL GABLES, FL 33114-3077

SUBJECT: MAGNA BUILDERS CORP.  
Ref. Number: W97000007254

We have received your document for MAGNA BUILDERS CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 597A00015823

ARTICLES OF INCORPORATION  
OF  
MAGNA BUILDERS GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 APR 16 AM 9:41

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:**

The name of this Corporation is:

MAGNA BUILDERS GROUP, INC.

2. **MAILING ADDRESS:**

The mailing address of this Corporation is:

P O BOX 143077  
CORAL GABLES, FLORIDA 33114-3077

3. **DURATION:**

The period of its duration is perpetual.

4. **PURPOSE:**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **CAPITAL STOCK:**

The Corporation is authorized to issue 100 shares, all of one class at ONE DOLLAR (\$1.00) par value.

6. **INITIAL REGISTERED OFFICE AND AGENT:**

The name and address of the initial registered agent and office of this Corporation is as follows:

FRANK HERNANDEZ  
2600 SW 3 AVENUE  
SUITE 550  
MIAMI, FLORIDA 33129

7. **INITIAL BOARD OF DIRECTORS:**

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

FRANK HERNANDEZ  
2600 SW 3 AVENUE  
SUITE 550  
MIAMI, FLORIDA 33129

8. **INCORPORATOR:**

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

FRANK HERNANDEZ  
2600 SW 3 AVENUE  
SUITE 550  
MIAMI, FLORIDA 33129

9. **BY-LAW AMENDMENT:**

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

10. **INDEMNIFICATION:**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

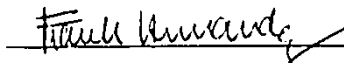
12. **AMENDMENT OF ARTICLES:**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

13. **PRE-EMPTIVE RIGHTS:**

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of this notice from the Corporation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of March, 1997.

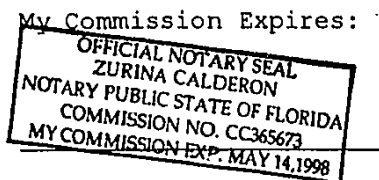
  
FRANK HERNANDEZ, Incorporator

STATE OF FLORIDA        )  
                              ) SS:  
COUNTY OF DADE         )

BEFORE ME, the undersigned authority, personally appeared FRANK HERNANDEZ, to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of March, 1997.

  
NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE



ACCEPTANCE OF APPOINTMENT

BY REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 APR 16 AM 9:41

The undersigned hereby accepts appointment as the registered agent of MAGNA BUILDERS GROUP, INC., pursuant to Florida Statutes Section 607.034(3).

Frank Hernandez  
FRANK HERNANDEZ  
2600 SW 3 AVENUE  
SUITE 550  
MIAMI, FLORIDA 33129

STATE OF FLORIDA       )  
                              )  
COUNTY OF DADE       )

I HEREBY CERTIFY that FRANK HERNANDEZ, personally known to me to be the same person whose name is subscribed to the foregoing Articles of Incorporation as the Registered Agent, this day personally appeared before me and acknowledged that he executed the same freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in Dade County, Florida, this 7 day of March, 1997.

Zurina Calderon  
NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL  
ZURINA CALDERON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC365673  
MY COMMISSION EXP. MAY 14, 1998