

P97000042200

Essential Lines Incorporated II
Westland Executive Office Park
1800 West 49th Street
Suite 321
Hialeah, FL 33012
(305) 823-8377

300002170983 -- 4
05/08/97 -- 01043 -- 006
\$122.50

J & M Drywall Services Inc.

FILED
97 MAY -8 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 13 1997

FILED

97 MAY -8 AM 10: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
J & M DRYWALL SERVICES INC.

THE UNDERSIGNED TO THESE ARTICLES OF INCORPORATION, EACH A
SUBSCRIBER AND NATURAL PERSON COMPETENT TO CONTRACT, HEREBY
ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1. NAME

THE NAME OF THIS CORPORATION IS J & M DRYWALL SERVICES INC.

ARTICLE 2. NATURE OF BUSINESS

DRY WALL & SERVICES

ARTICLE 3. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION
IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100
SHARES OF COMMON STOCK HAVING A NOMINAL OF PAR VALUE OF
\$5.00-----PER SHARE.

ARTICLE 4. INITIAL CAPITAL

THE AMOUNT OF INITIAL CAPITAL WITH WHICH THIS CORPORATION
WILL BEGIN BUSINESS IS NOT LESS THAN \$500.00

ARTICLE 5. REGISTERED AGENTS

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR: J & M DRYWALL SERVICES INC.

LUIS MORENO
4118 OPEN WAY
COOPER CITY, FL 33026


REGISTERED AGENT

ARTICLE 6. ADDRESS

THE INITIAL POST ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS

4118 OPEN WAY
COOPER CITY, FL 33026

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OFFICE IN THE STATE OF FLORIDA.

ARTICLE 7. DIRECTORS

THIS CORPORATION SHALL HAVE NOT LESS THAN ONE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY INCREASE OR DIMINISH FROM TIME TO TIME. BY BY-LAWS ADOPTED BY THE STOCKHOLDERS BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE 8. INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE POST OFFICE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

LUIS MORENO
4188 OPEN WAY
COOPER CITY, FL 33026

ARTICLE 9. SUBSCRIBER

THE NAMES AND POST OFFICE ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLE OF INCORPORATION. THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE AND CONSIDERATION THEREFORE ARE:

LUIS MORENO PRESIDENT	4118 OPEN WAY COOPER CITY, FL 33026	50 SHARES
JOSE GARCIA V. PRESIDENT	5867 WEST 26 AVE. HIALEAH, FL 33016	50 SHARES

WITH EACH SHARE VALUED AT \$5.00-----PER SHARE

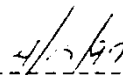
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ARTICLE 10: AMENDED

THIS ARTICLE OF INCORPORATION MAY BE AMENDED IN THE AMOUNT PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVE BY THE BOARD OF DIRECTORS, PROPOSED TO THEM BY THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY 3/4 OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THEIRS ARTICLES B MADE.



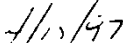
LUIS MORENO - PRESIDENT



DATE



JOSE GARCIA - VICE PRESIDENT



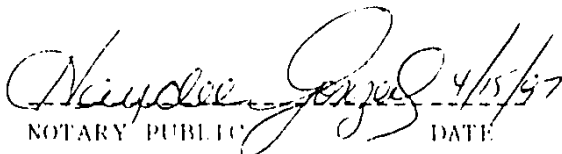
DATE

STATE OF FLORIDA :
COUNTY OF BROWARD:

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC AND FOR SAID COUNTY AND STATE, PERSONALLY APPEARED,

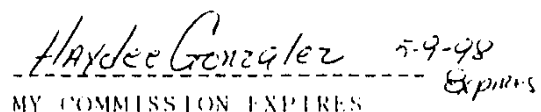
LUIS MORENO AND JOSE GARCIA

TO ME KNOWN TO BE THE PERSONS AS SUBSCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

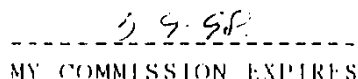


NOTARY PUBLIC

DATE



MY COMMISSION EXPIRES



MY COMMISSION EXPIRES



HAYDEE GONZALEZ
COMMISSION # CC 371139
EXPIRES MAY 9, 1998
BONDED THRU
ATLANTIC BONINDING CO., INC