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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: USA REMODELING, CORP.

AUDIT NUMBER.....H97000010866

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

USA REMODELING, CORP.

ARTICLE I-NAME

The name of this Corporation is USA REMODELING, CORP.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Rafael Garcia. The principal place of business of the corporation shall be 19360 NW 82nd Court Miami, FL. 33015.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial Director are:

<u>NAME</u>	<u>ADDRESS</u>
Rafael Garcia	19360 NW 82nd Court Miami, FL. 33015
Julissa Garcia	19360 NW 82nd Court Miami, FL. 33015

Prepared by: Herminia Rosario
Rosario & Associates,
4410 W 16th Ave. #2
Hialeah, Florida 33012
Phone (305) 828-8622
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ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Rafael Garcia
19360 NW 82nd Court Miami, Fl. 33015.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this June 30th, 1997.



Rafael Garcia

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

USA REMODELING CORP., a Florida Corporation organized under the laws of the State of Florida has named Rafael Garcia Miami, Dade County, State of Florida, as its agent to accept service of process within this state.

Rafael Garcia
Rafael Garcia

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR USA REMODELING, CORP., AT 19360 NW 82ND COURT, MIAMI, FL 33015. THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

June 30th, 1997.

Rafael Garcia
Rafael Garcia

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