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Charter Number Only

Oficina MADRIGAL
Requestor's Name
4160 W. 16 Ave. #210.
Address
Hialeah FL 33012
City State ZIP Phone
822-7220A

IDENTIFICATION ONLY

700002239217--2
-07/16/97--01003--020
****122.50 ****122.50

CORPORATION(S) NAME

Heriva Aluminium & iron works, Inc.

EFFECTIVE DATE
7-11-97

97 JUL 15 AM 11:35
STATE OF FLORIDA
TALLAHASSEE

Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
Availability	
Document	
Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

Certified copy

97 JUL 15 AM 10:05
RECEIVED

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97 JUL 16 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS:HEVIA ALUMINIUM & IRON WORKS, INC

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF ALUMINIUM AND IRON WORKS, SERVICE TO PURCHASE, SELL, RENT, LEASE CONVEY, MORTGAGE, OR OTHERWISE ACQUIRE OR DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, PERSONAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTES, BONDS, STOCKS, MORTGAGES, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. TO LEND AND BORROW MONEY AND SECURE PAYMENT THEREOF BY ACCEPTING OR GIVING MORTGAGES, PERSONAL ENDORSEMENTS, ASSIGNMENTS PERSONAL PROPERTY OR OTHER SECURITY. THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

EFFECTIVE DATE
7-11-97

ARTICLES IV. -CAPITAL STOCK-

THIS COORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -PREEMPTIVE RIGHTS-

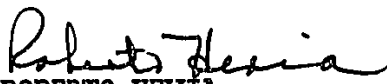
EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

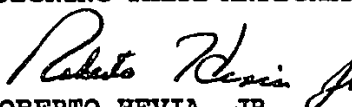
ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 3320 NW 54TH ST MIAMI, FL 33142
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: ROBERTO HEVIA

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICALS ARE:


ROBERTO HEVIA
8750 SW 52 ST
MIAMI, FL 33165


ROBERTO HEVIA, JR
9040 SW 45 TERR
MIAMI, FL 33165

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

ROBERTO HEVIA, PRESIDENT -----90% SHARES
ROBERTO HEVIA JR, SECRETARY & TREASURER -----10% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV.-POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII.-DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII.-INDEMNIFICATION -

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX.-NOTICE-


ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

3320 NW 54TH ST
MIAMI, FL 33142

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE TWO DIRECTOR, THERE NAMES AND ADDRESS ARE AS FOLLOWS:


ROBERTO HEVIA
8750 SW 52 ST
MIAMI, FL 33165


ROBERTO HEVIA, JR
9040 SW 45 TERR
MIAMI, FL 33165

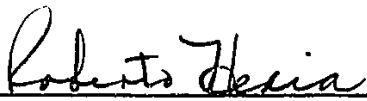
ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

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

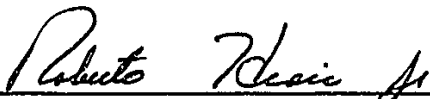
3320 NW 54TH ST MIAMI, FL 33142

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL
OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED
THESE ARTICLES OF INCORPORATION THIS 11TH DAY OF JULY, 1997.



ROBERTO HEVIA, PRESIDENT



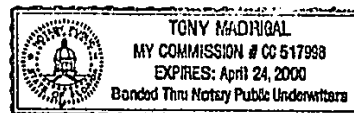
ROBERTO HEVIA JR, SEC & TREASURER

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO
EXECUTED THE FOREGOING ARTICALS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE
AFOREMENTIONED THIS 11TH DAY OF THE MONTH JULY
THE YEAR NINETEEN HUNDRED AND ~~SEVEN~~ 97


NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: TEAT HEVIA ALUMINIUM & IRON WORKS, INC
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA HAS NAMED ROBERTO HEVIA LOCATED AT 3320 NW 54TH STREET CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE Roberto Hevia
Corporate officer
TITLE PRESIDENT
DATE JULY 11, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER

AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Roberto Hevia
RESIDENT AGENT
DATE JULY 11, 1997

FILED
97 JUL 16 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA