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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: THE WALL PAINTERS, INC.
AUDIT NUMBER.....H97000012447
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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CORPORATE
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97-31-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1997

EMPIRE CORPORATE KIT CO

SUBJECT: THE WALL PAINTERS, INC.
REF: W97000017589

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000012447
Letter Number: 297A00038942

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ARTICLES OF INCORPORATION
OF

H 9700 00 12447

THE WALL PAINTERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the Corporation is **THE WALL PAINTERS, INC.**, and the principal address is 10765 SW 108th Ave., #308, Miami, Florida 33176.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

NATURE OF BUSINESS

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

Article IV

CAPITAL STOCK

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez, Esq.
10621 N. Kendall Drive, Suite 208
Miami, FL 33176

(305) 598-6577
Fl. Bar No. 749060

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EMPIRE CORPORATE KIT

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10765 SW 108th Ave., #308, Miami, Florida 33176, and the name of the initial registered agent of this corporation is Rodrigo David Soto at this address.

Article VI

DIRECTORS

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Rodrigo David Soto President	10765 SW 108th Ave., #308 Miami, Florida 33176
Eliseo David Duarte Vice President and Secretary	10765 SW 108th Ave., #308 Miami, Florida 33176

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

William J. Sanchez
10621 N. Kendall Drive
Suite 208
Miami, Florida 33176

Article IX

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 30th
day of July, 1997.

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State of Florida)
) SS
County of Dade)

The following instrument was acknowledged and personally known before me this
20th day of July, 1997.

Owner's license of Mr. Soto
S300-724-75-377-0

Yolanda Fernandez
Notary Public, State of Florida



YOLANDA FERNANDEZ
My Commission CD488202
Expires Sep. 23, 1999
Bonded by AMS
600-657-6878

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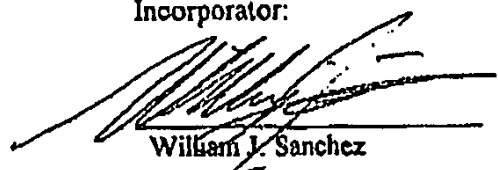
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48,901, Florida Statutes, the following is submitted.

The Wall Painters, Inc., 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, with office located at 10765 SW, 108th Ave., #308, Miami, Florida 33176, has designated Rodrigo David Soto, as its agent and accept service of process within Florida.

Incorporator:



William J. Sanchez

Date: July 30th, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act 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.



Rodrigo David Soto

Date: July 30th, 1997

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