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August 13, 1997

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-08/18/97-01044-013
***122.50 ***122.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: A + DRYWALL, INC.

Gentlemen:

Enclosed please find the original and a copy of proposed articles of incorporation for the above named corporation. Also enclosed is our check in the amount of \$122.50 for the filing fee, license fee, registered agent fee and cost of certification of the copy of the articles.

Very truly yours,

LAW OFFICES OF ANTHONY VILLAAMIL

Maria L. Pelaez

MARIA L. PELAEZ
Legal Assistant

AV/mlp
Enc.: a/s

FILED
97 SEP -8 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-19107
502-2557



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 19, 1997

MARIA L PELAEZ LEGAL ASSISTANT
ANTHONY VILLAAMIL ESQUIRE
1611 S W 32 AVE
MIAMI, FL 33145

SUBJECT: A + DRYWALL, INC.
Ref. Number: W97000019107

We have received your document for A + DRYWALL, INC. 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 297A00041859

ARTICLES OF INCORPORATION OF
A + DRYWALL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles, a natural person, sui juris, hereby forms a corporation for profit under the Florida General Corporation Act.

ARTICLE I

The name of the corporation is: A + DRYWALL, INC.

ARTICLE II

This corporation may engage in any activity or business permitted by the Laws of the United States of America and the State of Florida pursuant to the Florida General Corporation Act [Chapter 607, Florida Statutes; as the same shall exist from time to time] and not specifically prohibited by it.

ARTICLE III

This corporation is to commence its corporate existence on the date of FILING of these articles, and is to have perpetual existence.

ARTICLE IV

A. The maximum number of shares which this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, each share having a One (\$1.00) Dollar par value.

B. Every shareholder shall have preemptive rights to subscribe to stock to be issued, in proportion to his preexisting shareholdings, on the same terms and conditions as the offering is made to others.

ARTICLE V

A. The street address of the initial registered office of the corporation is 21175 S.W. 232 STREET, MIAMI, FL 33031.

B. The name of the initial registered agent of the corporation is JOSE A. SUAREZ; whose signature at the end hereof constitutes his acceptance of such designation.

C. The initial principal place of business of the corporation is 21175 S.W. 232 STREET, MIAMI, FL 33031.

D. The Board of Directors, from time to time, may move the registered office to any other address in the State of Florida and the principal place of business to any other address, either within or without the State of Florida.

E. These designations are made in accordance with Sections 607.034(1), 607.034(3), 607.164(1)(h) and 48.091, Florida Statutes.

ARTICLE VI

A. The initial board of directors of the corporation shall consist of one director, whose name and address is JOSE A. SUAREZ, 21175 S.W. 232 STREET, MIAMI, FL 33031.

B. The number of directors may be increased or decreased by by-laws adopted by the shareholders, but shall not be more than three nor less than one.

C. The initial director shall hold office for the first year of existence of the Corporation or until his successor has been elected or appointed and qualified, whichever occurs first.

ARTICLE VII

These articles of incorporation may be amended in the manner provided by law; except that no amendment or abrogation of the preemptive rights of a shareholder may be made without the consent of such shareholder.

ARTICLE VIII

The name and address of the subscriber to these articles of incorporation is JOSE A. SUAREZ, 21175 S.W. 232 STREET, MIAMI, FL 33031.

In witness whereof I have executed these articles of incorporation as subscriber and designated registered agent on August 12, 1997.

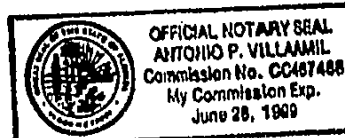
JOSE A. SUAREZ
As Subscriber and
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, the undersigned officer, personally appeared JOSE A. SUAREZ, who, after being duly cautioned by me, acknowledged that he executed the foregoing articles of incorporation as subscriber and registered agent for the uses and purposes therein expressed.

Subscribed and acknowledged before me on August 12, 1997. JOSE A. SUAREZ personally appeared before me, is personally known to me and he did take an oath.

NOTARY PUBLIC
State of Florida
My Comm'n Expires: _____



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97 SEP -8 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
A + DRYWALL, INC.**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

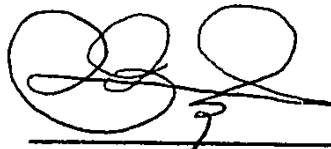
1. The name of the corporation is:

A + DRYWALL, INC.

2. The name and address of the initial registered agent and office is:

**JOSE A. SUAREZ
21175 S.W. 232 ST.
MIAMI, FL 33031**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JOSE A. SUAREZ
As Subscriber and
Registered Agent

Dated: 9/8, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA