

SEP-11-1997

P 97 0000

EMPIRE CORPORATE KIT

P.02/07

9/10/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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NAME: M. & R. BUILDERS GROUP, INC.

AUDIT NUMBER.....H97000015010

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

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

September 11, 1997

EMPIRE

SUBJECT: M. & R. BUILDERS GROUP, INC.
REF: W97000020901

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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.

The preparer information in the lower left hand corner of the document must be printed in at least a 10 point font to assure legibility.

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6931.

Backy McKnight
Document Specialist

FAX Aud. #: H97000015010
Letter Number: 997A00045177

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ARTICLES OF INCORPORATION
OF

M. & R. BUILDERS GROUP, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation,

ARTICLE I - NAME

The name of this corporation is:

M. & R. BUILDERS GROUP, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) To construct, build, add, remodel, beautify, plaster, etc. buildings, residences, kitchens, fences, and alike.
- b) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation; to purchase, sell, operate, repair, own, hold, import, export, general merchandise, personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker or factor.
- c) In the purchase, sell or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

Prepared by: Jesus Valdez
4344 SW 7 St.
Miami, FL 33184
(305) 446-0106

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TALLAHASSEE, FLORIDA

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d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue THREE HUNDRED (300) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office and mailing address of this corporation is 1659 West 39th Place in the city of Hialeah, Florida 33012, and the name of the initial registered agent is ROLANDO RUIZ.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors initially.

The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Laws.

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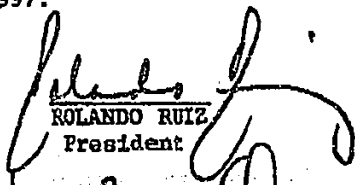
ARTICLE IX - AMENDMENT

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

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 1st day of September, 1997.


ROLANDO RUIZ
President
MIGUEL LLANES
Secretary

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EMPIRE CORPORATE KIT

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STATE OF FLORIDA)
COUNTY OF DADE }

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared ROLANDO RUIZ and MIGUE LINARES, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of the month of September, 1997.



"OFFICIAL SEAL"
Jesus Valdes
My Commission Expires 5/20/2000
Commission #CC 556088

NOTARY PUBLIC
State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR M. & R. BUILDERS GROUP, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, 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.

SIGNED THIS 1ST DAY OF SEPTEMBER, 1997.


ROLANDO RUIZ
RESIDENT-AGENT

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EMPIRE CORPORATE KIT

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared ROLANDO RUIZ and MIGUE LINARES, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed official seal in the State and County aforesaid, this 1st day of the month of September, 1997.

MY COMMISSION EXPIRES:

NOTARY PUBLIC
State of Florida at Large

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR M. & R. BUILDERS GROUP, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, 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.

SIGNED THIS 1ST DAY OF SEPTEMBER, 1997.

ROLANDO RUIZ
RESIDENT-AGENT