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City/State/Zip

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
SOUTHERN INSULATION & FIREPROOFING, INC.

ARTICLE I - NAME

The name of the corporation is: SOUTHERN INSULATION & FIREPROOFING, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business under the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V- PREFERENCES, LIMITATIONS  
AND RELATIVE RIGHTS OF SHARES  
OF CAPITAL STOCK

Section 1, Dividends:

The holders of record of "Common Shares", if any shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

Section 2, Rights Upon Liquidation or Dissolution:

In the event of any voluntary or involuntary liquidation,

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dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

Section 3, Voting Rights:

Except as otherwise provided by law, the entire voting power of the Election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding "Common Shares".

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon 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 pro rata share thereof, at the price which it is offered to others.

**ARTICLE VII - INITIAL  
REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

David P. Lister  
1790 West 49th Street  
Suite 210  
Hialeah, Florida 33012

**ARTICLE VIII - PRINCIPAL PLACE OF BUSINESS**

The initial place of business for SOUTHERN INSULATION & FIREPROOFING, INC., shall be 201 Galen Drive, Suite 112, City of Key Biscayne, County of Dade, State of Florida 33149.

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time

to time by the By-Laws but never be less than One (1).

**ARTICLE X - INITIAL DIRECTORS**

The name of the Initial Directors of this corporation and the street address:

Raul Puig  
201 Galen Drive, #112  
Key Biscayne, Florida 33149

The person(s) named as Initial Director(s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

**ARTICLE IX - AMENDMENT**

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII - ACTION WITHOUT A MEETING**

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. The consent shall have the same effect as a unanimous vote at a shareholder's meeting.

**ARTICLE XIII - INCORPORATION BY REFERENCE**

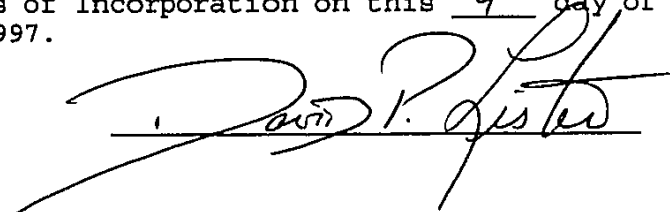
Any and all conditions, terms, limitations, promises and covenants that appear in a preincorporation agreement for SOUTHERN INSULATION & FIREPROOFING, INC., shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with the Secretary of State.

**ARTICLE XIV - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

David P. Lister  
1790 West 49th Street  
Suite 210  
Hialeah, Florida 33012

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation on this 9 day of SEPTEMBER, 1997.



**ARTICLE XV - SPECIAL PROVISIONS**

It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintains its status as an "S" Corporation.

STATE OF FLORIDA :  
 ) SS  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RAUL PUIG, to me well known to be the person

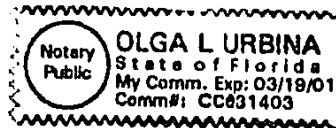
who executed the foregoing Articles of Incorporation of SOUTHERN INSULATION & FIREPROOFING, INC. and acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Hialeah, Dade County, Florida on this 9<sup>th</sup> day of SEPTEMBER, 1997.

SWORN TO AND SUBSCRIBED before me  
this 9<sup>th</sup> day of September, 1997.

Olga L. Urbina  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE OF 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 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT, SOUTHERN INSULATION & FIREPROOFING, INC. is  
organized and qualified under the laws of the State of Florida,  
with its principal place of business at 201 Galen Drive, Suite 112,  
Key Biscayne, Florida 33149 has named David P. Lister located at  
1790 West 49 Street, Suit 210, Hialeah, Florida 33012 as its Agent  
to accept Service of Process within Florida.

SIGNATURE

*Raul King*

TITLE

*PRESIDENT*

DATE

*9-9-97*

Having been named to accept Service of Process for the above  
state d 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.

SIGNATURE

DATE

*David P. Lister*  
*9-9-97*

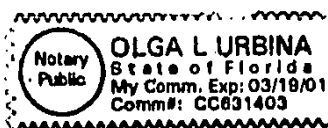
SWORN TO AND SUBSCRIBED before me  
this *9<sup>th</sup>* day of *September*, 1997.

*Olga L. Urbina*

NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



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