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Elias Brothers Painting & Waterproofing, Inc.

4206 Enterprise Avenue Unit A-7

Naples, Florida 34104

(941) 643-1624

Date: November 14, 1997

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-11/19/97--01013--008

*****70.00 *****70.00

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: Elias Brothers Painting & Waterproofing, Inc.

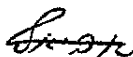
Enclosed please find the Articles of Incorporation for Elias Brothers Painting & Waterproofing, Inc.

A money order for \$70.00 is enclosed. Please return to us the charter number for the corporation. We do not require a certified copy.

Thank you for your time and cooperation.

Respectfully,

Aviel Alias



President

Elias Brothers Painting & Waterproofing, Inc.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
11-21-97

ARTICLES OF INCORPORATION

OF

ELIAS BROTHERS PAINTING & WATERPROOFING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

ELIAS BROTHERS PAINTING & WATERPROOFING, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 4206 Enterprise Avenue Unit A-7, Naples, Florida 34104.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

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ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$.10 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his 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 VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5733 Deauville Circle G-108, Naples, Florida, 34112, and the name of the initial registered agent of corporation at the address is Maria P. Elias. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have (4) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (4). The name and street address of the initial director is:

President: Aviel Alias, 4206 Enterprise Avenue Unit A-7, Naples, Florida 34104

Vice President: Gilberto Maldonado, 4206 Enterprise Avenue Unit A-7, Naples, Florida 34014

Secretary: Maria P. Elias, 4206 Enterprise Avenue Unit A-7, Naples, Florida 34104

Treasurer: Kiplin Sevigny, 4206 Enterprise Avenue Unit A-7, Naples, Florida 34104

ARTICLE IX

INCORPORATOR

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

Aviel Alias, 4206 Enterprise Avenue Unit A-7, Naples, Florida 34104

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENTS

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, except the Preemptive rights created in article VI, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation on this 14th day of November, 1997.

ARTICLE XII

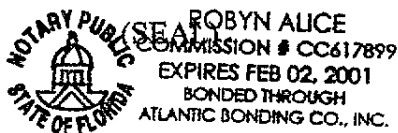
S ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department, Internal Revenue Service.

Aviel Alias
Aviel Alias
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14th day of November 1997, by Aviel Alias, who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.



Robyn Alice
NOTARY PUBLIC
My commission Expires: Feb 2, 2001
Commission No: CC617899

Robyn Alice
Type or Printed Name of Notary

**Certificate of Designation of Registered
Agent/Registered Office**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement, designating the registered office and registered agent in Florida.

1. The name of the corporation is Elias Brothers Painting & Waterproofing, Inc.
2. The address of the registered office is 5733 Deauville Circle G-108, Naples, Florida, 34112.
3. The name of the registered agent at the registered office is Maria P. Elias.

Dated: November ____, 1997

Elias Brothers Painting & Waterproofing, Inc.



Maria P. Elias

Having been named as registered agent and to accept service of process for the above-mentioned 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.

Dated: November ____, 1997



Maria P. Elias