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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: J & P FRAMING, INC.

AUDIT NUMBER.....H98000006318

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

CERT. OF STATUS..0 PAGES..... 4

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
J & P FRAMING, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be:

J & P Framing, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*9140 S.W. 137th Avenue, Suite 1002
Miami, FL 33186*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares at \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Jorge A. Salgado
9140 S.W. 137th Avenue, Suite 1002
Miami, FL 33186*

ERTEOFELD & ASSOCIATES, P.A.

MITCHELL H. GARCIA

2665 SOUTH BAYSHORE DRIVE, SUITE #400

COCONUT GROVE

State FL

Zip Code 33133

305) 859-2822

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Jorge A. Salgado
9140 S.W. 137th Avenue, Suite 1002
Miami, FL 33186

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26th Day of March, 1998



Signature

Signature

Signature

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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:

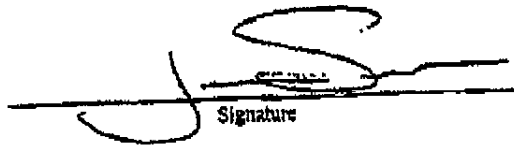
J & P Framing, Inc.

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

*Jorge A. Salgado
9140 S.W. 137th Avenue, Suite 1002
Miami, FL 33186*

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


Signature

3/30/98
Date

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