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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: POLYFLEX, INC.

AUDIT NUMBER.....H98000008894

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

CERT. OF STATUS..0

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 12, 1998

EMPIRE

SUBJECT: POLYFLEX, INC.  
REF: W98000010707

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.

You must list at least one incorporator with a complete business street address.

The name of the entity must be identical throughout the document.

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

Becky McKnight  
Document Specialist

FAX Aud. #: H98000008894  
Letter Number: 298A00026131

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ARTICLES OF INCORPORATION  
OF

POLYFLEX, 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:

POLYFLEX, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

a) To construct, build, add, remodel, beautify, plaster, etc., buildings, residences, kitchens, fences and alike, custom constructions, etc.

b) Generally, to make and performs 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 broker, owner 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 purpose, including the acquisition of any other entity.

Prepared by: Jesus Valdez

4344 S.W. 7th St  
Miami, FL 33134 (305) 446-0106

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TALLAHASSEE FLORIDA

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ARTICLE IV - POWER

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

ARTICLES V - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) 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 of this corporation, which at same time is the mailing address shall be 9340 West Flagler Street Suite No. 101, in the City of Miami, County of Dade, Florida 33174, and the name of the initial registered agent is FERNANDO NAVEIRO.

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 as designated as provided by the LAWS.

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.

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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 has executed these Articles of Incorporation this 2nd day of May, 1998.



FERNANDO NAVEIRO  
Incorporator  
9340 W. Flagler Street  
Suite #101  
Miami, Florida 33174

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STATE OF FLORIDA )  
                          )SS  
COUNTY OF DADE    )

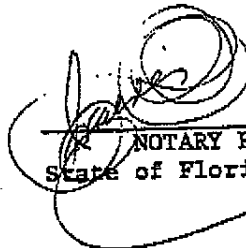
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared FERNANDO NAVEIRO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of the month of May, 1998.



"OFFICIAL SEAL"  
Jesus Valdes  
My Commission Expires 5/20/2000  
Commission #CC 556086

MY COMMISSION EXPIRES:

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR POLYFLEX, 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 2ND DAY OF MAY, 1998.



FERNANDO NAVEIRO  
Registered Agent

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