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COMPU-ACCOUNTING & TAX SVC.

221 EAST 9TH. ST. HIALEAH, FL 33010

TEL (305) 884-0009

FAX (305) 883-8945

May 8, 1998.

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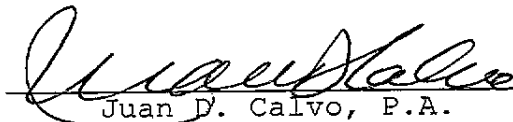
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

Enclosed please find the Articles of Incorporation for S & R  
INATALLERS, INC. a for profit corporation, I am also including a  
check to cover the filing expenses.

We will appreciate very much a prompt processing of this  
corporation. If you have any questions please do not hesitate  
get in touch with me.

Yours truly,

  
Juan D. Calvo, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
S & R INSTALLERS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE ONE

NAME

The name of this Corporation shall be:

S & R INSTALLERS, INC.

The principal place of business of this Corporation shall be:

451 EAST 15TH. ST.  
HIALEAH, FL 33010

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: May 8th. 1998.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE  
OFFICERS DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX  
AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN  
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 100
- C. Par Value: Each share of Common Stock shall have the par value of: \$10.00
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

cont'd ARTICLE SEVEN CAPITAL STOCK

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE EIGHT

REGISTER OFFICE AND REGISTER AGENT

Pursuant to the provisions of Section 607.325, 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:  
S & R INSTALLERS, INC.
2. The name and address of the registered agent and office is:

GUSTAVO PALACIOS  
451 EAST 15TH. ST.  
HIALEAH, FL 33010



TITLE: President

DATE: May 8th 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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, AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Registered Agent

DATE: May 8th 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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SOLE SUBSCRIBER AND INITIAL  
DIRECTOR

The undersigned individual, competent to contract, executed this Articles of Incorporation as sole subscriber and initial director. The undersigned individual shall hold office as President and director until his successor has qualified, following his election or appointment.

Subscriber/Director: GUSTAVO PALACIOS

Street Address : 451 EAST 15TH. ST.  
HIALEAH, FL 33010

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file this Articles for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED: MAY 8TH. 1998



STATE OF FLORIDA )  
COUNTY OF DADE ) SS

BEFORE ME, the undersigned authority personally appeared GUSTAVO PALACIOS to me well known and known to me to be the individual described in and who executed the forgoing Articles of Incorporation, and who acknowledge before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Dade County, Florida.

DATED: MAY 8TH. 1998.

W. J. H. H. H. H.  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE.

My commission expires:

