DD0069702

THE UNITED STATES **CORPORATION** DMPANY

ACCOUNT NO. : 072100000032

REFERENCE: 922484

4374271

COST LIMIT :

ORDER DATE : August 10, 1998

ORDER TIME: 3:21 PM

ORDER NO. : 922484-005

CUSTOMER NO: 4374271

CUSTOMER: David M. Krause, Esq.

HERZFELD & RUBIN

Suite 1501

801 Brickell Avenue Miami, FL 33131

DOMESTIC FILING

NAME:

COUNTYWIDE REMODELING, INC.

EFFECTIVE DATE:

XX __ ARTICLES OF INCORPORATION __ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

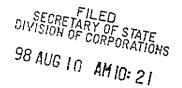
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

800002612318--4

ARTICLES OF INCORPORATION OF



COUNTYWIDE REMODELING, INC.

ARTICLE I

The name of the corporation is **COUNTYWIDE REMODELING**, **INC.**, having its principal place of business at 9423 SW 21st Terrace, Miami, Florida 33165.

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT:

GLADYS ROMERO

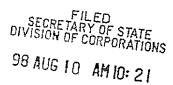
REGISTERED OFFICE:

9423 SW 21st Terrace Miami, Florida 33165

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT:

GLADYS RŐMERC



ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is

ARTICLE VII

The names and addresses of the members of the initial Board of Directors is:

GLADYS ROMERO 9423 SW 21 TERRACE MIAMI, FLORIDA 33165

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

GLADYS ROMERO 9423 SW 21 TERRACE MIAMI, FLORIDA 33165

Stadys Avment Incorporator
GLADYS ROMERO

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared GLADYS ROMERO, who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this _____ day of August, 1998.

OFFICIAL NOTARY SEAL DAVID M KRAUSE COMMISSION NUMBER C C 472773

MY COMMISSION EXPIRES JUNE 15,1999