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TRANSMITTAL LETTER

Department of State, Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314.

500002636235--5 -09/10/98--01054-003 *****70.00 *****70.00

SUBJECT: J.G.F. DRYWALL, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a money order for: \$70.00 for Filing Fee.

From: François A. Bonetto,

2300 Griffin Road, Suite 14,

Ft. Lauderdale,

Florida 33312-5961.

Tel.: (954) 962-3401.

Thank You.

APPROVED AND FILED 98 SEP 10 PM 3: 25 SECRETARY OF STATE FALLAHASSEE, FLORIN,

ARTICUES OF INCORDORATION

The undersigned Incorporators, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: CORPORATE NAME: The name of the Corporation shall be

J.G.F. DRYWALL, Inc.

98 SEP 10 PM 3: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II: DURATION:

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III: DURDOSE:

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV: CAIDITAL STOCK:

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is ***5,000*** (five thousand) shares of common stock having a nominal value or par value of ***\$1.00*** (One dollar U.S.) per share.

ARTICLE V: INITIAL

PRINCIPAL OFFICE:

The street address of the initial principal office and, if different, the mailing address is:

5130 S.W. 30th Ave., Ft. Lauderdale, Florida 33312.

ARTICLE VI: INITIAL

REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered Agent is:

Jean-Guy Fournier, 5130 S.W. 30th Ave., Ft. Lauderdale, Florida 33312.

ARTICLE VII: INITIAL BOARD OF DIRECTOR:

This Corporation shall have one [1] Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one [1]. The name and address of the initial Director of the Corporation is as follow:

Jean-Guy Fournier, 5130 S.W. 30th Ave., Ft. Lauderdale, Florida 33312..

ARTICLE VIII: INCORPORATOR:

The name and street address of the Incorporator signing these articles of Incorporation is as follow:

J.G. Fournier, 5130 S.W. 30th Ave., Ft. Lauderdale, Florida 33312 The undersigned Incorporator have executed these Articles of Incorporation on this 31th day of the month of August, A.D. 1998.

Signature:

NOTE: Affixing an Officer title after a signature of an Incorporator does not constitute the designation of Officers.

NOTARY DUBLIC
Commission # CC 463813
Expires June 25, 1999.



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

DURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.G.F. DRYWALL, Inc.,

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

Jean-Guy Fournier, 5130 S.W. 30th Ave., Ft. Lauderdale, Florida 33312. 98 SEP 10 PM 3: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 registered agent.

Signature:

Date: This 31th day of August, A.D. 1998.

DIVISION OF CORPORATIONS, TALLAHASSEE, FLORIDA 32314