

P 98000101834

LAW OFFICES OF LEONARDO P MENDEZ

1835 W FLAGLER STREET, SUITE 201...

MIAMI, FL 33135

TEL: 305-541-1800

FAX: 305-541-1886

November 20, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/03/98--01053--010
*****78.75 *****78.75

RE: OMEGA WOODS & LAMINATES, INC.

Dear Sir or Madam:

Please accept for filing the original Articles of Incorporation of the above corporations.

I have also enclosed, payable to the Secretary of State, check # 9107, in the total sum of \$ 78.75, to cover the filing fees as required by law.

Please issue the appropriate charter so that the same can be returned to this office as soon as possible. Also, we have included one copy of the articles so that your office can stamp the same with the date filed and then return it to our office along with the charter letter.

Thank you for your attention and cooperation in this regard.

Very truly yours,

LEONARDO P. MENDEZ, ESQ.
LPM/bhs

FILED
98 DEC -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/8/98
[Signature]

ARTICLES OF INCORPORATION
OF
OMEGA WOODS & LAMINATES, INC.

FILED
98 DEC -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: **OMEGA WOODS & LAMINATES, INC.**

ARTICLE II - PURPOSE

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - 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 is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is: 1835 W Flagler Street, Suite 201, Miami, FL 33135 or such other place as may be designated from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal address of the initial registered office of the corporation is: 1835 W Flagler Street, Suite 201, Miami, FL 33135 and the name of the initial registered agent of

this corporation at that address is: Leonardo P. Mendez.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors and the stockholders as provided by law or as provided for in the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is: Leonardo P. Mendez, 1835 W Flagler Street, Suite 201, Miami, FL 33135.

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Leonardo P. Mendez, 1835 W Flagler Street, Suite 201, Miami, FL 33135.

ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

ARTICLE XII - VOTING RIGHTS

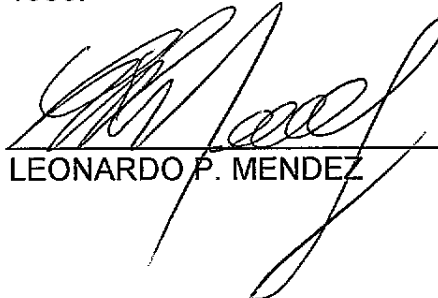
The entire voting power for the election of director(s) and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporator(s) until such

time as the stock of the corporation is issued to the subscriber(s) of the stock of this corporation. The authority of the incorporator(s) shall include: 1) the adoption of the Articles of Incorporation, and 2) such other activities as are necessary to the administration of the affairs of this corporation during the period of time prior to the issuance of stock to the subscriber(s) and the meeting of the first Board of Directors. Once the stock of the corporation has been issued, the affairs of this corporation shall be conducted by the stockholders and the Board of Directors according to law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of November, 1998.


LEONARDO P. MENDEZ

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 19th day of November, 1998, by LEONARDO P. MENDEZ, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on this 19th day of November, 1998.

My Commission Expires:

OFFICIAL NOTARY SEAL
DULCE MARTIN ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC481279
MY COMMISSION EXP. JULY 17, 1999


Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

Having been named Registered Agent and authorized to accept service of process for **OMEGA WOODS & LAMINATES, INC.**, at the place designated in its articles of incorporation, I hereby agree to act in this capacity and to comply with the provisions of F.S. 607.0505 and all statutes relative to the proper and complete performance of my duties.

Executed on this 17th day of November, 1998.


LEONARDO P. MENDEZ
Registered Agent

FILED
98 DEC -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA