

P98000103994

December 4, 1998

Secretary of State  
Florida Department of State  
Division of Corporations  
Tallahassee, Florida

600002711236--0  
-12/14/98-01047-020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Secretary of State:

Please find enclosed my Memo Drywall, Inc. Corporation application duly signed and notarized for processing, also find enclosed my check in the amount of \$78.75 to cover the filing fees.

Sincerely,

FILED  
98 DEC 14 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Emmer Martinez  
Emmer Martinez

Memo Drywall, Inc.  
11941 SW 177th Terrace  
Miami, Florida 33176

F. CHESSER DEC 15 1998

ARTICLES OF INCORPORATION

OF

MEMO DRYWALL, INC.

ARTICLE I

The name of the Corporation is :

MEMO DRYWALL, INC.

ARTICLE II

The Corporation may engage in or transact in any or 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 an aggregate number of FIVE HUNDRED (500) shares of one class of common stock, having a par-value of ONE (\$1.00) DOLLAR per share.

This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

The Corporation initial Registered Agent and Principal Office in the STATE OF FLORIDA are :

INITIAL REGISTERED AGENT : ELMER MARTINEZ

INITIAL PRINCIPAL OFFICE : 11941 SW 177th Terrace,  
Miami, Florida 33176

Having been named Initial Registered Agent to accept service of process of Corporation at the Initial Principal Office designated in these Articles of the Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.

*Elmer Martinez*

FILED  
98 DEC 14 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is ONE, the number of Directors may be increased or decreased from time to time by the BY LAWS but shall never be less than ONE.

ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are :

NAME :

ADDRESS :

ELMER MARTINEZ

11941 SW 177th Terrace  
Miami, Florida 33176

ARTICLE VIII

The name and addresses of the Incorporators executing these Articles of Incorporation are :

NAME :

ADDRESS :

ELMER MARTINEZ

11941 SW 177th Terrace  
Miami, Florida 33176

Elmer Martinez

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ACKNOWLEDGMENT.

FILED  
98 DEC 14 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

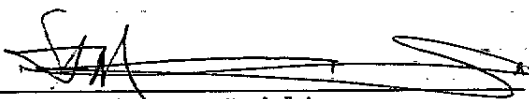
STATE OF FLORIDA )

COUNTY OF DADE )

Before a Notary Public authorized to take acknowledgments in the STATE OF FLORIDA and COUNTY OF DADE, set forth above personally appeared : ELMER MARTINEZ

know to me and by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set hereunto my hand and seal  
seal affixed in the STATE OF FLORIDA; COUNTY OF DADE, this  
1st day of DECEMBER 1998.

  
\_\_\_\_\_  
Notary Public

