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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**G.C. DRYWALL CORP.**

F. CHESNEY

JAN 12 1999

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION**

**G.C. DRYWALL CORP.**

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TALLAHASSEE, FLORIDA

**ARTICLE I- NAME**

The name of this Corporation is : **G.C. DRYWALL CORP**

**ARTICLE II- DURATION**

This corporation shall have a perpetual existence commencing on the Date of Filing.

**ARTICLE III- PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this Corporation is:  
**GIRALDO DE LA CRUZ 17851 NW 54<sup>TH</sup> AVE MIAMI, FL 33065**

The Principal Place of Business of the Corporation shall be **17851 NW 54<sup>TH</sup> AVE. MIAMI, FL 33065**

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director are:

**NAME**  
**GIRALDO DE LA CRUZ**  
President

**ADDRESS**  
**17851 NW 54<sup>TH</sup> AVE.**  
**Miami, FL 33065**

PREPARED BY:  
Jose A. Prieto  
A-1 Professional Services Corp.  
5756 West Flagler Street Miami, FL 33144  
Ph: (305)267-7277 Fax (305) 267-7499

### ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

### ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

### ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE X- INCORPORATOR

The persons signing these articles is GIRALDO DE LA CRUZ

### ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11 days of January, 1999.

  
\_\_\_\_\_  
GIRALDO DE LA CRUZ  
President

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that G.C. DRYWALL CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named GIRALDO DE LA CRUZ, located at Miami, County of Miami Dade, State of Florida, as its agent to accept service of process within this state.

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.

  
\_\_\_\_\_  
GIRALDO DE LA CRUZ  
Agent

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