

TRANSMITTAL LETTER

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

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-01/22/99--01013--019
*****87.50 *****87.50

SUBJECT: ARCHITECTURAL HOME DESIGN GROUP, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ARCHITECTURAL HOME DESIGN GROUP.
Name (Printed or typed)

P.O. BOX 143235
Address

CORAL GABLES, FLORIDA 33114-3235
City, State & Zip

905-299-4555
Daytime Telephone number

Dmc
1-27-99

NOTE: Please provide the original and one copy of the articles.

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99 JAN 22 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of a corporation under the Florida Business Corporation Act, hereby adopts the followings Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Architectural Home Design Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9835 SW 40st. Miami, Florida 33165

ARTICLE III SHARES

The number of share of capital stock that the Corporation shall have authority to issue is One thousand (1,000), all of which are to be common stock with par value of five hundred dollars (500.00)

ARTICLE IV INITIAL REGISTER AGENT & STREET ADDRESS

The name and Florida street address of the initial register agent are:

HUGO O. MARTINEZ

521 NE 52 terr. Miami, Florida 33137

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are:

Hugo O. Martinez

9835 SW 40st. Miami, FL.33165

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII

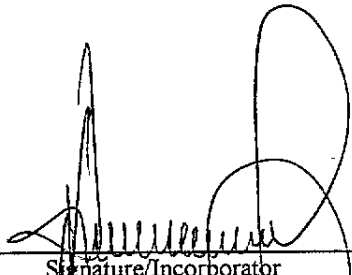
Subject of the provision of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, and the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by Board of Directors.

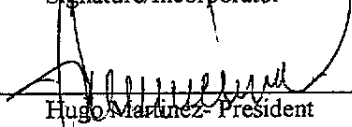
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statutes or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Director may determine.
- (h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or which any firm of which any director is a member, or with any corporation or association of which any director or stockholders, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- (i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.
- (j) The officers of the Corporation shall be:

| | |
|-----------------|------------------------------------|
| President: | Hugo O. Martinez |
| Vice President: | Juan C. Collada |
| Treasurer: | Alessandro Turbiani-Galloni |
| Secretary: | Juan C. Guzman |

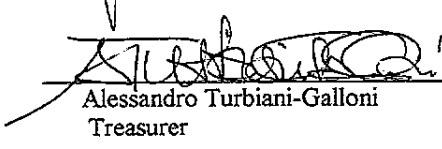
I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of State of Florida, do make this Certificate. Hereby declaring and certifying that this is my act and deed and the facts herein stated are true, accordingly have hereunto set my hand this **14 day of January, 1999**



Signature/Incorporator



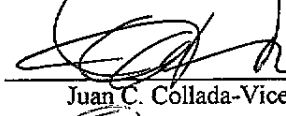
Hugo Martinez- President



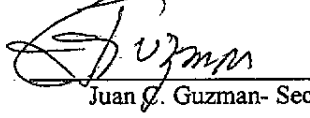
Alessandro Turbiani-Galloni
Treasurer

1-14-99

date



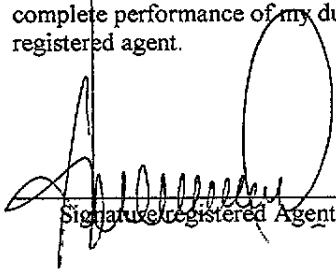
Juan C. Collada-Vice-President



Juan Q. Guzman- Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as register agent and to accept service of process for the above state 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 familiar with and accept the obligations of my position as registered agent.



Signature/registered Agent

1-14-99.

Date