

**PROCEED 11199**

OFFICE ONLY (Document #)  
 LARUS CORPORATE FILING SERVICE, INC.  
 (Requestor's Name)  
 3320 S.W. 87th AVENUE  
 (Address)  
 MIAMI, FLORIDA (305) 552-5973  
 (City, State, Zip) (Phone #)  
 LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY  
 RECEIVED DATE  
 FEB 1 1999

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. CONSTRUCTION RETROFIT CORPORATION  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #) **300002764623-8**  
 -02/04/99-01039-017  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 RECEIVED  
 99 FEB -4 AM 11:57  
 99 FEB -4 AM 11:11  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA  
 DIVISION OF CORPORATION

Examiner's Initials

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:  
**CONSTRUCTION RETROFIT CORPORATION**

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:  
**February 1st, 1999**

Immediately upon acceptance by Secretary of State.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than **One Thousand Dollars (\$1,000.00)**-----, or such greater amount as may be required by law.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 FEB -4 AM 11:58

FILED

EFFECTIVE DATE  
FEB 1 1999

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provides further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: **1000 SHARES**
- C. Par Value: Each share of Common Stock shall have the par value of: **\$1.00 par value**.
- D. Consideration: Shares of common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
- G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.
- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT:	CHESTER ROSAS-GUYON	1150 S.W. 1st ST #217 MIAMI, FL 33130
SECRETARY:	CHESTER ROSAS-GUYON	1150 S.W. 1st ST #217 MIAMI, FL 33130
TREASURY:	CHESTER ROSAS-GUYON	1150 S.W. 1st St #217 MIAMI, FL 33130

ARTICLE TEN

SUBSCRIBERS ADDRESSES

The post office address of each subscriber of these Article of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

CHESTER ROSAS-GUYON      1000 SHARES      \$1,000.00

ARTICLE ELEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE TWELVE

RESIDENT AGENT & Principal Office

The resident agent of this corporation is:

CHESTER ROSAS-GUYON  
1150 S.W. 1st ST #217  
MIAMI, FL 33130

The corporation may change its resident agent and principal office at any time.

IN WITNESS WHEREOF, the undersigned subscriber/s do make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the law of the State of Florida:

Date:

*Chester Rosas Guyon*

SUBSCRIBER

*Chester Rosas Guyon*

SUBSCRIBER

*Chester Rosas Guyon*

SUBSCRIBER

*Chester Rosas Guyon*

RESIDENT AGENT

Accept the appointment  
as Registered Agent.

STATE OF FLORIDA

SS

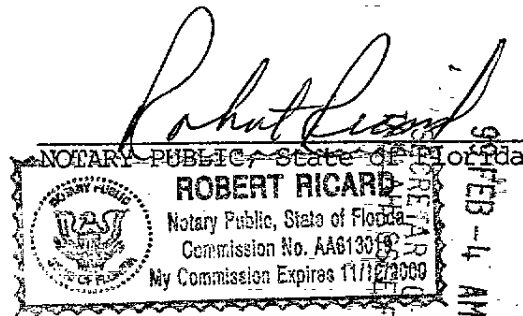
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared  
CHESTER ROSAS-GUYON

to me well known and known to me to be the individuals described  
in, and who executed the foregoing Certificate of Incorporation,  
and who acknowledged before me that the same was executed for the  
purpose there in expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal at Miami, Dade County, Florida.

DATE:



My Commission Expires:

SECRETAR  
 STATE  
 OF  
 FLORIDA  
 FEB - 4 AM 11:58  
**FILED**