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Florida Department of State
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From:
Account Name : NOGA CONTRACTORS, INC.
Account Number : 105670003336
Phone : (305) 556-4282
Fax Number : (305) 821-3376

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TALLAHASSEE, FLORIDA

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Melrose Sales, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 3, 1999

NOGA CONTRACTORS, INC

SUBJECT: MELROSE SALES, INC.
REF: W99000012940

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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ARTICLES OF INCORPORATION
OF
MELROSE SALES, INC.

ARTICLE I - NAME

The name of this Corporation is MELROSE SALES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida; corporate existence shall commence at the time of filing the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "COMMON STOCK".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this Corporation of the same kind, class or series at that which he already holds, 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 VI - REGISTERED OFFICE AND AGENT/
PRINCIPAL OFFICE

The street address of the initial registered office/principal office of this Corporation is 2189 West 60th Street Suite #205, Hialeah, Florida 33016 and the name of the initial registered agent of this Corporation at that address is

Jose E. Fano.
Prepared by:
Tania Fano
2189 W. 60 St. #205
Hialeah, FL 33016
(305) 556-4282

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two-director (s) initially. The number of directors may be either increases or diminished from time to time by the bylaws but shall never be less than one. The name (s) and address (cs) of the initial director (s) of this Corporation is (are):

Name (s)Address (es)

Jose E. Fano

2189 West 60th Street
Suite #205
Hialeah, Florida 33016

Mario Ferro Jr.

9921 W. Okeechobee Road
#126-A
Hialeah, Florida 33016

ARTICLE VIII - INCORPORATORS

The name (s) and address (es) of the person (s) signing articles is (are):

Incorporator (s)Address (es)

Jose E. Fano

2189 West 60th Street
Suite #205
Hialeah, Florida 33016

Mario Ferro Jr.

9921 W. Okeechobee Road
#126-A
Hialeah, Florida 33016

ARTICLE IX - BYLAWS

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

ARTICLE X - CALLING OF SPECIAL MEETING

The Board of Directors or the holders of not less than one tenth of all the shares entitles to vote at the meeting may call special meetings of shareholders.

Prepared by:

Tania Fano

2189 W. 60 St. #205

Hialeah, FL 33016

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ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE XIII - INDEMNIFICATION

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right offered upon the shareholders is subject to this reservation.

In Witness whereof, the undersigned subscribers have executed these articles of Incorporation this 2nd day of June 1999.

Jose E. Fano



Mario Ferro Jr.

Prepared by:
Tania Fano
2189 W. 60 St. #205
Hialeah, Florida 33016

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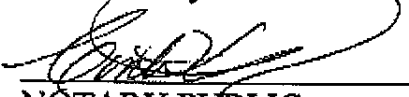
STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in the state and any county set forth above, personally appeared Jose E. Fano and Mario Ferro, Jr., known to me to be the persons who executed the forgoing articles of incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of June 1999.





NOTARY PUBLIC,
State of Florida at Large

My commission expires:

I, the undersigned, having been named as initial registered agent of the Corporation in the foregoing Articles of Incorporation hereby accept said Office and will serve in said capacity.

REGISTERED AGENT:


Jose E. Fano

Prepared by:
Tania Fano
2189 West 60th Street #205
Hialeah, FL 33016

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