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MICHAEL LADER
20185 E. COUNTRY CLUB DR., STE. 2506
AVENTURA, FLORIDA 33180
TEL: 305-933-2225

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 21 AM 10:22

FILED

15 FEBRUARY 2000

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

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-02/21/00--01095-013
*****78.75 *****78.75

Attn: New Filings

Re: ASHLEY CONSTRUCTION CORPORATION

Dear Sir or Madam:

Enclosed please find executed articles of incorporation for the above-referenced organization and our check in the sum of \$78.75 made payable to your order. Please register the corporation, have a corporate document number assigned and return the certificate with articles to this office.

If you have any questions, please call anytime.

Respectfully,

BY: 
MICHAEL LADER

ML:rc

Encls. stated

F. CHESLER FEB 28 2000

ARTICLES OF INCORPORATION
OF
ASHLEY CONSTRUCTION CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 FEB 21 AM 10:22
FILED

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, F.S. Chap. 607, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the incorporation shall be: **ASHLEY CONSTRUCTION CORPORATION.**

The principal place of business of this corporation shall be:

ASHLEY CONSTRUCTION CORPORATION
20185 E. COUNTRY CLUB DR., STE. 2504
AVENTURA, FLORIDA 33180

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITOL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 @ \$1.00 par value

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MICHAEL LADER, PRES. AND DIRECTOR
20185 E. COUNTRY CLUB DR., STE. 2506
AVENTURA, FLORIDA 33180

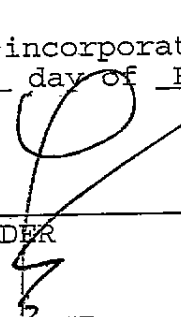
YVONNE URAM, SEC., TREAS.
300 E. 71ST STREET
NEW YORK, NY 10021

ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to this document is:

MICHAEL LADER, PRES. AND DIRECTOR
20185 E. COUNTRY CLUB DR., STE. 2506
AVENTURA, FLORIDA 33180
TEL: (305) 933-2225

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of FEBRUARY, 2000.



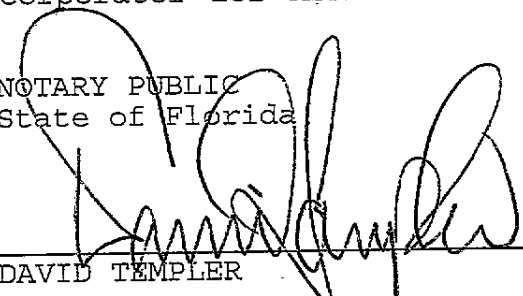
MICHAEL LADER

SIGNATURE ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF MIAMI DADE

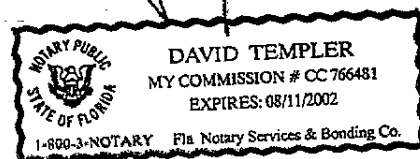
THE FOREGOING instrument was acknowledged and sworn before me this 14 day of FEBRUARY, 2000, by MICHAEL LADER, who is personally known to me, as incorporator for ASHLEY CONSTRUCTION CORPORATION.

NOTARY PUBLIC
State of Florida



DAVID TEMPLER

My commission expires:



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

Pursuant to the provision of Florida Statute § 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

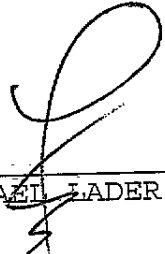
1. The name of the corporation is:

ASHLEY CONSTRUCTION CORPORATION

2. The name and address of the registered agent and office is (P.O. Box is not acceptable):

DAVID TEMPLER
20801 BISCAYNE BLVD., SUITE 400
AVENTURA, FL 33180

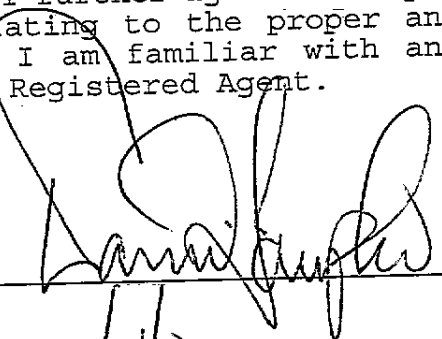
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature: 
MICHAEL LADER

Title: PRESIDENT

Date: 2/14/00

Having been named as Registered Agent and to accept service of process for the above-named 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.

Signature: 

Date: 2/14/00