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PREMISE HALL
LEGAL & FINANCIAL SERVICES

P960000 95214

ACCOUNT NO. : 072100000032

REFERENCE : 163016 4303929

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : \$ 122.50

ORDER DATE : November 21, 1996

ORDER TIME : 9:56 AM

ORDER NO. : 163016-005

CUSTOMER NO: 4303929

500002011015--6

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: S&D CONSTRUCTION CORP.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 NOV 21 PM 12:06
STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 21 AM 10:14
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
S&D CONSTRUCTION CORP.

FILED
96 NOV 21 PM 12:06
STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is S&D CONSTRUCTION CORP., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 848 Brickell Avenue, Suite 810, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Franco D'Agostino
848 Brickell Avenue, Suite 810
Miami, Florida 33131

Nicolas Simon
848 Brickell Avenue, Suite 810
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Matthew B. Gorson and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

ARTICLE VIII

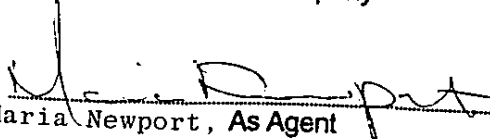
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20 day of November, 1996.


Matthew B. Gorson, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of S&D CONSTRUCTION CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Maria Newport, As Agent

Dated: November 21, 1996