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CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN
CRIMELLA, HAMILTON & WOLFE, LLP

2975 OVERSEAS HIGHWAY
P.O. Box 500938
MARATHON, FLORIDA 33050-0938

RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER*
WILLIAM J. HEFFERNAN, JR.
MICHAEL L. CRIMELLA
SHARON I. HAMILTON
JOHN J. WOLFE**

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*ALSO ADMITTED IN NEW YORK
**ALSO ADMITTED IN TEXAS

June 18, 1998

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***122.50 ***122.50

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

RE: I & D CONSTRUCTION OF THE KEYS, INC.
Our File No. 98-M-41

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

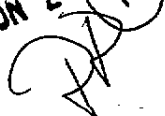
Sincerely,


Ann Morgan
Secretary to
Robert K. Miller

/am
Enclosures

98 JUN 22 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUN 22 1998


9

ARTICLES OF INCORPORATION
of
J & D CONSTRUCTION OF THE KEYS, INC.

FILED
98 JUN 22 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is J & D CONSTRUCTION OF THE KEYS, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is: 2975 Overseas Highway, Marathon, FL 33050.

The name of the initial registered agent of this corporation at that address is: ROBERT K. MILLER.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws.

The name of the initial directors are:

JOSEPH CUCCI

DAVID DANIELS

The addresses of the initial directors are:

Joseph Cucci
140 Coco Plum, Apt. 2
Marathon, Florida 33050

David Daniels
784 100th Street
Marathon, Florida 33050

ARTICLE VI - INCORPORATORS.

The name and address of the person signing these Article is:

JOSEPH CUCCI
140 Coco Plum, Apt. 2
Marathon, FLORIDA 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at:

140 Coco Plum, Apt. 2
Marathon, Florida 33050

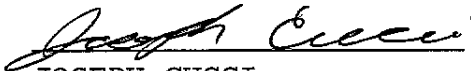
ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 16 day of June
1998.

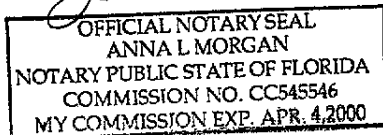

JOSEPH CUCCI
Incorporator/ Director

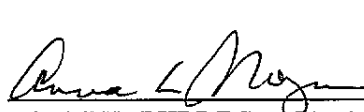
STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 16
day of June, 1998, by JOSEPH CUCCI, who is personally known to
me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Official Seal in the State and County aforesaid this 16 day
of June, 1998.



 Anna L. Morgan
NOTARY PUBLIC, State of Florida

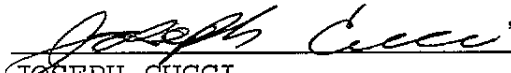
My commission expires:

CERTIFICATE

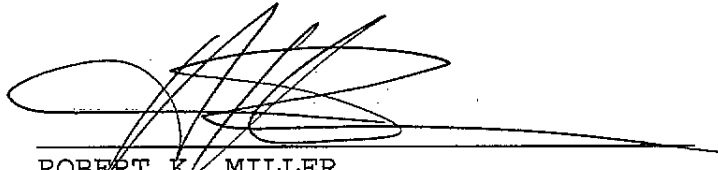
Designating place of business or domicile for the
service of process within Florida, naming agent upon whom process
may be served, in compliance with Section 48.091, Florida
Statutes, the following is submitted:

FIRST: J & D CONSTRUCTION OF THE KEYS, INC. desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 140 Coco Plum, Apt. 2,

Marathon, Florida 33050 has named Robert K. Miller, Esquire, 2975 Overseas Highway, Marathon, FL 33050 as its agent to accept service of process with Florida.


JOSEPH CUCCI
Incorporator/Director

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


ROBERT K. MILLER
Registered Agent

Dated:

FILED
98 JUN 22 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA