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ATTORNEY AT LAW

NationsBank Building 18350 N.W. 2nd Avenue 5th Floor Miami, FL 33169

Tel: (305) 651-3080 Fax: (305) 654-3556

September 11, 1998

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

900002638029-09/14/98-01041-006 ****131.25 ****131.25

Re: Articles of Incorporation of

Projects and Services, Inc.

Registered Agent: Kathleen A. Headley

Dear Sir or Madam:

Enclosed please find check no. 2053 for the amount of \$ 131.25 in payment of Filing Fee, Certified Copy and Certificate regarding the above-mentioned corporation.

Your kind cooperation to this matter will be greatly appreciated.

faithfully

KANDEKORE, ESQ.

LMK/imv

Enclosure (4)

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L. MONTY KANDEKORE

ATTORNEY AT LAW

NationsBank Building 18350 N.W. 2nd Avenue 5th Floor Miami, FL 33169

Tel: (305) 651-3080 Fax: (305) 654-3556

October 7, 1998

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

Attn: Mrs. Barbara Brock, Document Specialist

Re: Articles of Incorporation of

Associated Service Contractors & Consultants

Registered Agent: Kathleen A. Headley

Dear Sir or Madam:

Enclosed please find original and copy of the Articles of Incorporation along with a copy of your letter dated September 24, 1998, regarding the above-mentioned corporation.

Your kind cooperation to this matter will be greatly appreciated.

Yours faithfull

L. MONTY KANDEKORE ESO.

LMK/imv

Enclosure (3)

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 24, 1998

L. MONTY KANDEKORE, ESQUIRE 18350 N.W. 2ND AVENUE 5TH FLOOR MIAMI, FL 33169

SUBJECT: PROJECTS AND SERVICES, INC.

Ref. Number: W98000021917

We have received your document for PROJECTS AND SERVICES, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved nonprofit corporation. The name of a voluntarily dissolved nonprofit Florida corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Letter Number: 998A00048233

Barbara Brock Document Specialist

ARTICLES OF INCORPORATION

OF

ASSOCIATED SERVICE CONTRACTORS AND CONSULTANTS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is ASSOCIATED SERVICE CONTRACTORS AND CONSULTANTS, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of trading and transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of

shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a per value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

REGISTERED AGENT

The name of the initial registered agent of this corporation is KATHLEEN A. HEADLEY. The street address of the initial registered office of the corporation in the State of Florida is 18350 N.W. 2nd Avenue, 5th Floor, Miami, Florida 33180 and the principal place of business of the corporation is 11205 S.W. 123rd Avenue, Miami, Florida 33186.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The name and street address of the initial director is:

KATHLEEN A. HEADLEY

11205 S.W. 123rd Avenue Miami, Florida 33186

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is L. MONTY KANDEKORE, ESQ., 18350 N.W. 2nd Avenue, 5th Floor, Miami, FL 33169.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

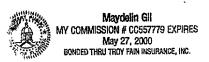
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

> L. MONTY KANDEKORE, ESQ. Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of _______, 1998 by L. MONTY KANDEKORE, ESQ., as the _______ INC. Incorporator of ASSOCIATED SERVICE CONTRACTORS AND CONSULTANTS, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification ______ AND ______ and did (did not) take an oath.



NOTARY PUBLIC (Signature) State of Florida, at Large

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 11205 s.W. 123rd

Avenue, Miami, Florida 33186 and has named KATHLEEN A. HEADLEY, located at 11205 s.W. 123rd Avenue, Miami, Florida 33186, as it agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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 performance of my duties.

Dated this 1th day of October, 1998.

By:

KATHLEEN A HEADLEY

Registered Agent.

O DIVISION OF CORP.

Registered Agent.