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LAW OFFICES

KING, LEAVY & LANCASTER
PROFESSIONAL ASSOCIATION

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November 26, 1997

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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: ASSOCIATED PROFESSIONAL SERVICES, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation, together with our check in the amount of \$131.25 representing the filing fee, certified copy and Certificate of Good Standing fee. I would appreciate you returning to the undersigned the certified copy of the Articles.

Thank you for your cooperation and consideration in this matter.

Very truly yours,

MAYDA GARCIA, SECRETARY TO
MARSHALL KING

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

ASSOCIATED PROFESSIONAL SERVICES, INC.

ARTICLE I - NAME

The name of this corporation is ASSOCIATED PROFESSIONAL SERVICES, INC.,

ARTICLE II - ADDRESS

The principal address of this corporation is: 10642 S.W. 129TH PLACE, MIAMI, FL 33186.

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: Engineering, Design, Construction and inspection of buildings and structures and for the purpose of transacting any or all other lawful businesses permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is MARSHALL KING, Esq., 5975 Sunset Drive, # 301, S. Miami, FL 33143 .

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

JOSE D. MITRANI

ARTICLE VIII - INCORPORATOR

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

JOSE D. MITRANI

10642 S.W. 129 PLACE, MIAMI, FL 33186

ARTICLE IX - BY-LAWS

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

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

JOSE D. MITRANI	250
JAIME ALBERTO MITRANI	125
ESTHER MAGRISSO MITRANI	125

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by

giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of directors to be elected at that time multiplied by the number of this shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) 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 Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - 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 such approval is required by law.

ARTICLE XV - MANAGEMENT OF CORPORATION

BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have the corporate powers:

(a) To have perpetual succession by its corporation name unless a limited period of duration is stated in its Articles of Incorporation.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with §607.0833.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend,

pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XVII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any manner whatsoever. The corporation shall have a first lien on the shares of its members

and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XX -AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of November, 1997.


JOSE D. MITRANI

STATE OF FLORIDA
COUNTY OF DADE

24 The foregoing instrument was acknowledged before me this 24 day of November, 1997, by JOSE D. MITRANI who is personally known to me or who has produced _____, as identification who did take an oath.

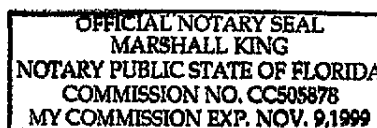
NOTARY PUBLIC:

Sign: 

Print: _____

STATE OF FLORIDA AT LARGE (Seal)
My Commission Expires:

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation under the laws of the State of Florida, submits the following statement in designating the registered office/register agent in the State of Florida.

1. The name of the corporation is .

ASSOCIATED PROFESSIONAL SERVICES, INC.

2. The name of the registered agent is MARSHALL KING, Esq.


3. The address of the registered agent/registered office
is 5975 SUNSET DRIVE #301, S. MIAMI, FLORIDA 33143

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

DATE:

11/24/97


MARSHALL KING, Esq.

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