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AUTHORIZATION :

Patricia Pyjunt

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TALLAHASSEE FLORIDA

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CUSTOMER NO: 4311639

CUSTOMER: Rosa Wong, Legal Asst
Akerman Senterfitt & Eidson,
P.a.
One Southeast Third Avenue
28th Floor
Miami, FL 33131-1714

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CARBONELL CONSTRUCTION COMPANY

EFFECTIVE DATE:

500005099795--1

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

JS 3/13/02

ARTICLES OF INCORPORATION
OF
CARBONELL CONSTRUCTION COMPANY

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act:

ARTICLE 1

NAME

The name of the corporation is CARBONELL CONSTRUCTION COMPANY (hereinafter called the "**Corporation**").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the corporation is 2210 S.W. 28th Street, Coconut Grove, Florida 33133.

ARTICLE 3

PURPOSE

The purpose for which the corporation is organized to transact any lawful business.

ARTICLE 4

AUTHORIZED SHARES

The number of shares that the Corporation is authorized to issue is:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE 5

INITIAL DIRECTORS

The name and address of the individuals who are to serve as the initial directors of the Corporation are:

Jeffrey B. Williamson
2210 S.W. 28th Street
Coconut Grove, Florida 33133

Maria Victoria Williamson
2210 S.W. 28th Street
Coconut Grove, Florida 33133

ARTICLE 6

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is SunTrust International Center, One S.E. Third Avenue, 28th Floor, Miami, Florida 33131 and the name of its initial registered agent at that office is Julie A.S. Williamson.

ARTICLE 6

INCORPORATOR

The name of the Incorporator is Julie A.S. Williamson and the address of the Incorporator is SunTrust International Center, One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE 3

INDEMNIFICATION OF OFFICERS AND DIRECTORS

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

ARTICLE 4

SPECIAL MEETINGS OF SHAREHOLDERS

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be con-

sidered 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 5

BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation this 12 day of March, 2002.



JULIE A.S. WILLIAMSON, Incorporator

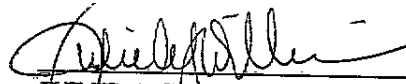
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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



JULIE A.S. WILLIAMSON,
Registered Agent