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LAZARUS CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**HEREU CONSTRUCTION, INC.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
*HEREU CONSTRUCTION, INC.*

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: *HEREU CONSTRUCTION, INC.*

ARTICLE II

The principal place of business of this Corporation shall be 16462 SW 103<sup>rd</sup> Lane, Miami, Florida 33196.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 Dollars (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The

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consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

#### ARTICLE VI

The initial registered office of this Corporation shall be 16462 SW 103<sup>rd</sup> Lane, Miami, Florida 33196, and the initial registered agent of this Corporation at such office shall be Jorge L. Hereu who, by signing these Articles of Incorporation, accepts the designation and agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

#### ARTICLE VII

The initial Board of Directors shall consist of *three (3)* members. The number of directors may be increased or decreased from time to time by vote of the shareholders.

#### ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Jorge L. Hereu	16462 SW 103 <sup>rd</sup> Lane Miami, Florida 33196
Pedro L. Hereu	13141 SW 56 <sup>th</sup> Terrace Miami, Florida 33183
Rafael Diaz	387 Highland Street Cresskill, New Jersey 07626-1210

#### ARTICLE IX

The name and the street address of the subscriber to the Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jorge L. Hereu	16462 SW 103 <sup>rd</sup> Lane Miami, Florida 33196

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ARTICLE X

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniary or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

  
JORGE L. HEREU

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for *HEREU CONSTRUCTION, INC.* at the place designated in the foregoing Articles of Incorporation, Jorge L. Hereu agrees to act in this capacity and agrees to comply with the provisions of Section 607.0501, Florida Statutes relative to keeping open an office.

Dated: July 17, 2002.

  
JORGE L. HEREU

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