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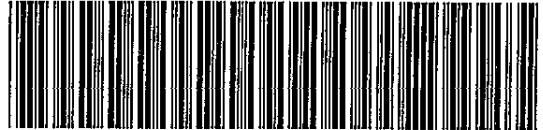
(Business Entity Name)

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SEC
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CANADA

6/12/03

ADORNO & YOSS
A PROFESSIONAL ASSOCIATION
2601 SOUTH BAYSHORE DRIVE, SUITE 1600
MIAMI, FLORIDA 33133
PHONE: (305) 858-5555, FAX: (305) 858-4777
WWW.ADORNO.COM

MARGARET O'D. RYDER
LEGAL ASSISTANT

DIRECT LINE: (305) 860-7362
EMAIL: MOR@ADORNO.COM

June 11, 2003

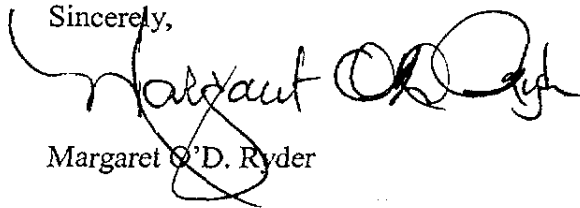
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

A S Management Services, Inc.
Articles of Incorporation

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed please find this firm's check in the amount of \$87.50, to cover the requisite filing, certified copy and Certificate of Good Standing fees for such filing. Please forward the certified copy of the enclosed Articles of Incorporation along with the Certificate of Good Standing to me in the enclosed prepaid, self-addressed envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder

Enclosures
cc: Michael Mann (w/enc)

ARTICLES OF INCORPORATION

OF

A S MANAGEMENT SERVICES, INC.

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03 JUN 12 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

A S MANAGEMENT SERVICES, INC.
5800 Krome Avenue
Suite 103
Miami, FL 33193

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To produce, market and sell mixed soil products throughout the state of Florida.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 5800 Krome Avenue, Suite 103, Miami, Florida 33193 and the name of its initial Registered Agent at that address is Michael Mann.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and address of the initial Directors of the corporation are as follows:

Michael Mann	5800 Krome Avenue, Suite 103 Miami, Florida 33193
Moses Moore	5800 Krome Avenue, Suite 103 Miami, Florida 33193
Harry Stampler	5800 Krome Avenue, Suite 103 Miami, Florida 33193

ARTICLE VII

OFFICERS

The names and address of each initial officer is as follows:

Moses Moore, President	5800 Krome Avenue, Suite 103 Miami, FL 33193
Michael Mann, Vice President	5800 Krome Avenue, Suite 103 Miami, FL 33193
Harry Stamper, Secretary/ Treasurer	5800 Krome Avenue, Suite 103 Miami, FL 33193

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator is as follows:


Michael Mann	5800 Krome Avenue, Suite 103 Miami, Florida 33193
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ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 21st day of May, 2003.

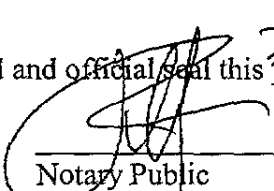


Michael Mann

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, personally appeared Michael Mann, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of May, 2003.



Notary Public
State of Florida

My Commission expires:



Robert Claire
MY COMMISSION # DD010988 EXPIRES
March 27, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AS MANAGEMENT SERVICES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 31 day of May, 2003.



Michael Mann
Registered Agent

Michael Mann
Registered Agent

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03 JUN 12 AM 8:34
STATE
TALLAHASSEE, FLORIDA