

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HAY STORMONT
SUITE 200
MIAMI FL 33135-
CONTACT: HAY STORMONT
PHONE: (305) 541-3694
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0-0000-0127

(((H95000003515)))
NAME: B & E CONSTRUCTION AND DEVELOPMENT CORP.
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OR

B & E CONSTRUCTION AND DEVELOPMENT CORP.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be B & E CONSTRUCTION AND DEVELOPMENT CORP.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

REGLA M. SIBILA, Esquire
Florida Bar Number 656630
6200 NW 5th Street
Miami, Florida 33126
Phone: 305-265-0008
Fax: 305-265-0588

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ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is 6410 Northwest 5th Street, Miami, Florida 33126.

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is BENITO SIBILA.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME

ADDRESS

BENITO SIBILA	6410 NW 2nd St., Miami, Fl. 33126
BEN SIBILA, JR.	6410 NW 2nd St., Miami, Fl. 33126

ARTICLE VIII

INCORPORATORS

The names and addresses of the Incorporators signing these Articles are:

NAME

ADDRESS

BENITO SIBILA	6410 NW 2nd St., Miami, Fl. 33126
BEN SIBILA, JR.	6410 NW 2nd St., Miami, FL. 33126

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ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X

INDemnIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

UNIFORM ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

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 incorporators have executed these Articles of Incorporation, for the purpose of

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מנהל המערכת

Ben Simola
BEN SIMOLA, JR.

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared BENITO SIBILA and BEN SIBILA, JR. to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, as incorporators and acknowledged before me that they subscribed to said Articles of Incorporation.

My Commission Expires:



REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That B & R CONSTRUCTION AND DEVELOPMENT CORP. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of

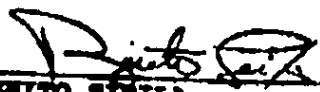
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Incorporation, in the city of Miami, County of Dade, State of Florida, has named HERNITO SIBILA located at 6410 NW 2nd Street, in Miami, Florida, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

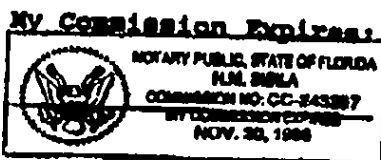
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.



HERNITO SIBILA

STATE OF FLORIDA }
COUNTY OF DADE } ss

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared HERNITO SIBILA, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 23rd day of March, 1995.




NOTARY PUBLIC
State of Florida at Large

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 25th, 1995

B+E Construction and Development Corp.
6410 NW 2 ST
Miami FL 33126
EIN # 65-0569889

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8-1-95

Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

DEAR SIRs:

I AM writing to you to inform you that while I was looking at the articles of corporation (Article V) Corporate Address, I found that the address is incorrect. I immediately called your representative on the phone and she asked me to write to you to correct this mistake.