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ADORNO & ZEDER, P.A.

OF COUNSEL

ALAN R. CHASE

PETER N. WERNER

ROBERT M. SONDAK

April 03, 1995

Secretary of State  
Filing Secretary  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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04/06/95--01176--0006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: The Building Holding Corp.

Dear Secretary:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above named company. Please return a filed copy to the undersigned in the enclosed self addressed stamped envelope. I have also enclosed a check in the amount of \$122.50 which should cover all filing fees.

If there are any questions or comments, please do not hesitate to contact the undersigned.

Sincerely,

Signed for Mr. Fieldstone in his  
Absence to be delivered by  
RONALD R. FIELDSTONE

Encl.

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ARTICLES OF INCORPORATION

OF

THE BUILDING HOLDING CORP.

ARTICLE I - NAME

The name of this corporation is THE BUILDING HOLDING CORP

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

1835 Purdy Avenue  
Miami Beach, Florida  
33139

and the name and address of the initial registered agent of this corporation is:

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Name  
John Turchin

Address  
1835 Purdy Avenue  
Miami Beach, Florida  
33139

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 names and addresses of the initial directors of this corporation are:

Name	Address
John Turchin	1835 Purdy Avenue Miami Beach, Florida 33139
Marshall Kanner	1835 Purdy Avenue Miami Beach, Florida 33139

#### ARTICLE VIII - INCORPORATOR

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

Name	Address
John Turchin	1835 Purdy Avenue Miami Beach, Florida 33139

#### ARTICLE IX - BY-LAWS

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

#### ARTICLE X - INDEMNIFICATION

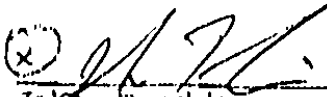
The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent

permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 25 day of March, 1995.

  
John Turchin  
Subscriber, Director, and  
Registered Agent

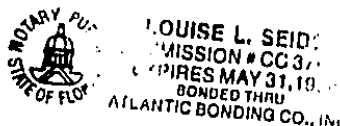
STATE OF FLORIDA )  
                              ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared John Turchin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of March, 1995.

  
Notary Public, State of Florida

My commission expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

THE BUILDING HOLDING CORP.

2. The name and address of the registered agent and office is:

John Turchin  
1835 Purdy Avenue  
Miami Beach, Florida 33139

(X) John Turchin  
Title: Pres  
Date: 3-28-95

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

(X) John Turchin  
Date: 3-28-95