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95000065622

ACCOUNT NO. : 072100000032

REFERENCE : 668259 86901D

AUTHORIZATION :

Patricia Papp

COST LIMIT : • 122.50

RECEIVED
95 AUG 24 PM 12:43

ORDER DATE : August 24, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 668259

CUSTOMER NO: 86901D

CUSTOMER: Mr. John S. Hoenigmann
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

900001508818

DOMESTIC FILING

NAME: N.V. PROFESSIONAL CONSTRUCTION
SERVICES, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

FILED
95 AUG 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN AUG 24 1995

ARTICLES OF INCORPORATION

OF

M.V. PROFESSIONAL CONSTRUCTION SERVICES, INC.

FILED
95 AUG 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, 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.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is M.V. Professional Construction Services, Inc.

SECOND: The address of the principal office of the Corporation is 701 Brickell Avenue, Suite 3150, Miami, Florida.

THIRD: The number of shares that the Corporation is authorized to issue is 200, all of which are without par value and are of the same class and are to be common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street-Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required in Section 607.0501(b)(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name of the incorporator is Michael W. Mackay, and the address of the incorporator is c/o Wormser, Kiely, Galef & Jacobs, 711 Third Avenue, 19th Floor, New York, New York 10017.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be

Articles of Incorporation
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granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized is any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

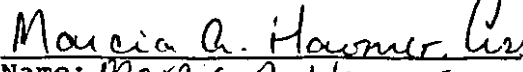
TENTH: The corporate existence of the Corporation shall begin as of August 20, 1995.

Signed on August 23, 1995.


Michael W. Mackay, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:  *Marcia A. Hawner, Asst. Secy.*
Name: Marcia A. Hawner
Title: Assistant Secretary

Date: August 24, 1995