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

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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FROM: THOMAS M. CLARK, P.A.
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FT. LAUDERDALE FL 33308-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LEAR CONSTRUCTION, INC.
FAX AUDIT NUMBER: H96000001040

DATE REQUESTED: 01/22/1996

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CERTIFICATE OF STATUS: 1

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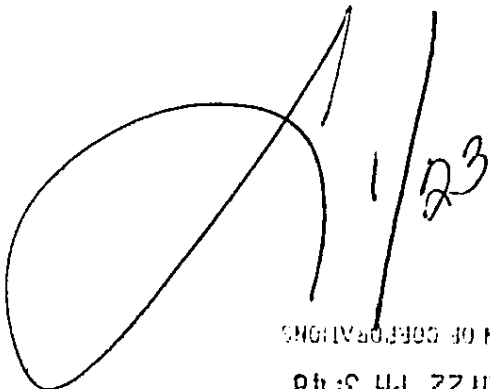
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TALLAHASSEE, FLORIDA


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DIVISION OF CORPORATIONS

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FAX AUDIT NO. H96000001040

ARTICLES OF INCORPORATION
OF

LEAR CONSTRUCTION, INC.

ARTICLE I - NAME

The name of this corporation is LEAR CONSTRUCTION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2400 E. Commercial Blvd., Suite 709, Ft. Lauderdale, FL 33308 and the name of the initial registered agent of this corporation is Thomas M. Clark, Esq. at 2400 E. Commercial Blvd. #820, Ft. Lauderdale, FL 33308

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO director(s) 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 name(s) and address(es) of the initial Director(s) of this corporation is/are:

Sam Weiss
2400 E. Commercial Blvd., #709
Ft. Lauderdale, FL 33308

Prepared By:
Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
2400 E. Commercial Blvd. #820
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Florida Bar No. 141497
Fax Audit No. H96000001040

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Sam Naimah
2400 E. Commercial Blvd. #709
Ft. Lauderdale, FL 33308

ARTICLE VIII - INCORPORATOR

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

THOMAS M. CLARK, ESQ.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, Florida 33308

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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.

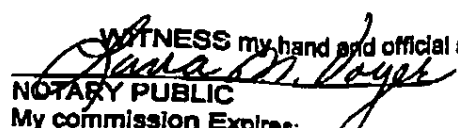
II. WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on January 22, 1996.


THOMAS M. CLARK, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, ESQ, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of January, 1996.


NOTARY PUBLIC
My commission Expires:
(Seal)



Prepared By:
Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, FL 33308
(305) 776-3800
Florida Bar No. 141497
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT LEAR CONSTRUCTION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
THE CITY OF FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED THOMAS M. CLARK,
ESQ., AT 2400 E. COMMERCIAL BLVD. #820, FT. LAUDERDALE, FLORIDA 33308 AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
TITLE THOMAS M. CLARK, ESQ.
INCORPORATOR

DATE: JANUARY 22, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 
(REGISTERED AGENT)

DATE: JANUARY 22, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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