

ARTICLES OF INCORPORATION
OF
LUMAR JOINT VENTURES INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to and acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be LUMAR JOINT VENTURES INC, and the initial address of this corporation shall be 780 N.W. 42 AVE., SUITE 318, MIAMI, FLORIDA 33126.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$ 1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 780 N.W. 42 AVE., SUITE 318, MIAMI, FLORIDA 33126, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Luis F. Gonzalez.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholder shall, by a majority vote thereafter determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successor are duly elected and qualified shall be:

- | | | |
|----|--|----------------|
| 1. | Luis F. Gonzalez
780 N.W. 42 Ave.
Suite 318
Miami, Florida 33126 | President |
| 2. | Anthony Seute
780 N.W. 42 Ave.
Suite 318
Miami, Florida 33126 | Vice President |
| 3. | Orlando C. Hasbun
780 N.W. 42 Ave.
Suite 318
Miami, Florida 33126 | Treasurer/Sec. |

ARTICLE VIII

The name and address of the incorporator is Luis F. Gonzalez, 780 N.W. 42 Ave., Suite 318, Miami, Florida 33126.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officer of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation who is also a director or an officer of such other corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or no so interested.

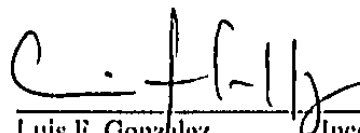
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of March, 1996.

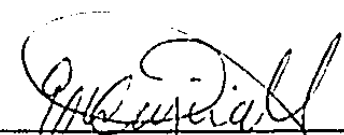


Luis F. Gonzalez Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

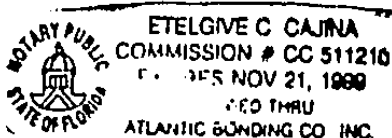
BEFORE ME, the undersigned authority, personally appeared Luis F. Gonzalez, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in the State and County aforesaid, this 1st day of March, 1996.



Notary Public, State of Florida

My Commission Expires:



(NOTARIAL SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that LUMAR JOINT VENTURES INC., desiring to organize under the laws of the State of Florida, has named Luis F. Gonzalez, of the City of Miami, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in the certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S..

A handwritten signature in dark ink, appearing to read 'L. F. Gonzalez', written over the printed name.

Luis F. Gonzalez
Registered Agent

Dated this 1st day of March, 1996.