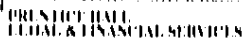


1201 HAWAII STREET
TALLAHASSEE, FL. 32301
904-222-1111
1-800-333-0399

SECRET, U.S. STATE
TALLAHASSEE, FLORIDA



Pat. in. T. 18

New York, NY 10013

EXAMINER'S INITIALS:

RECEIVED
66 APR 15 PM 12:04
DIVISION OF CORPORATION

4-16-96

**ARTICLES OF INCORPORATION
OF
HILMOR CONSTRUCTION, INC.**

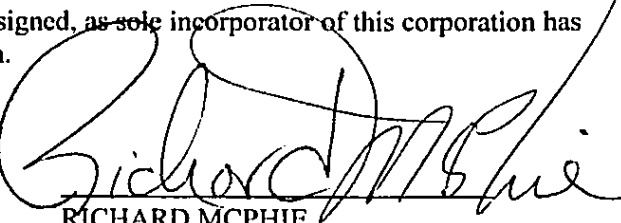
FILED
96 APR 15 10 11 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is HILMOR CONSTRUCTION, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1000 NPV shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 403 NORTH 1st STREET, COCOA BEACH FL 32931 and the name of its initial registered agent at such address is JONN MORLIN.
6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows: JOYCE P. HILL, 4 CHESTNUT COURT, DOBBS FERRY NY 10522
7. The name and address of the sole incorporator is: RICHARD MCPHIE, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 03/22/96


RICHARD MCPHIE
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

FILED
96 APR 15 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of HILMOR CONSTRUCTION, INC., the within named corporation.

Dated:

4/2/96


JOHN MORLIN