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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE 1401 W BRANDON BLVD

STATE OF FLORIDA BRANDON, FL 33511-

409 EAST GAINES STREET 302-

TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT

FAX: (904) 222-1390 PHONE: (305) 541-4894

FAX: (305) 541-3770

(((H96000007421))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RIP-RAP OF FLORIDA, INC.

FAX AUDIT NUMBER: H96000007421 CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/24/1996 TIME REQUESTED: 17:10:33

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

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DIVISION OF CORPORATIONS

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(4)

ARTICLES OF INCORPORATION
OF
RIP-RAP OF FLORIDA, INC.

FILED
98 MAY 28 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RIP-RAP OF FLORIDA, INC. The principle place of business of this corporation shall be: 3121 Ponce De Leon Blvd., Coral Gables, FL 33134.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 Shares
at
$ 1.00 per share

HILDA VILLAQUIRAN DE MORAN.....100 SHARES

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
PARALEGAL FREELANCING, INC.
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134
Roger Carlier
(305) 567-1113

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ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

HILDA VILLAQUIRAN DE MORAN
President / Secretary

ROBERTO MORAN
Vicepresident / Treasurer

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

ROBERTO MORAN
3121 Ponce De Leon Blvd.
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 24 , day of May, 1996.

ROBERTO MORAN
3121 Ponce De Leon Blvd.
Coral Gables, Florida 33134

STATE OF FLORIDA)
)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 24th , day of May, 1996 by ROBERTO MORAN, of Miami, Florida.

( ) Personally known by me

Notary Public

My commission expires: Seal:

OFFICIAL NOTARY SEAL
ROGER CARLIER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC291501
MY COMMISSION EXP. MAY 28,1998

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CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization 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: RIP-RAP OF FLORIDA, INC.

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

ROBERTO MORAN
3121 Ponce De Leon Blvd
Coral Gables, Florida 33134

ROBERTO MORAN
Title: Registered Agent
Date :

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature

Date: 5/24/96 .

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96 MAY 28 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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