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OF COUNSEL
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SENIOR COUNSEL
WM. R. DAWES

July 10, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32309

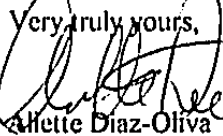
Re: Monarch Construction, Inc.

Dear Sir or Madam:

Enclosed please find our company check in the amount of \$122.50 which represents the filing fee in connection with the incorporation of Monarch Construction, Inc. We are sending these documents via Federal Express so as to expedite this matter. Kindly return the original and stamp dated copy of the Articles of Incorporation in the Federal Express envelope provided for your convenience.

If you have any questions, please do not hesitate to contact the undersigned.

Thank you in advance for your kind cooperation.

Very truly yours,

Lettie Diaz-Oliva
Secretary to
Lawrence S. Evans

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96 JUL 11 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ad-o
Enclosures

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-07/11/96-01048-004
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-07/11/96-01048-002
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**ARTICLES OF INCORPORATION
OF
MONARCH CONSTRUCTION, INC.**

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: Monarch Construction, Inc.

ARTICLE II

The principal place of business of this Corporation shall be 501 Brickell Key Drive, Suite 300, Miami, Florida 33131.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE V

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 Dollars (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VI

The initial registered office of this Corporation shall be Evans & Associates, 501 Brickell Key Drive, Suite 300, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Lawrence S. Evans who, by signing these Articles of Incorporation, accepts the designation and agrees to comply with the provisions of Section 48.091 Florida Statutes (1995) as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the shareholders.

ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Nestor Martinez	501 Brickell Key Drive Suite 300 Miami, Florida 33131

Manuel Delgado

501 Brickell Key Drive
Suite 300
Miami, Florida 33131

ARTICLE IX

The name and the street address of the subscriber to the Articles of Incorporation is:

Name

Address

Lawrence S. Evans

Evans & Associates
501 Brickell Key Drive
Suite 300
Miami, Florida 33131

ARTICLE X

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniary or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.



LAWRENCE S. EVANS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Monarch Construction, Inc. at the place designated in the foregoing Articles of Incorporation, Lawrence S. Evans agrees to act in this capacity and agrees to comply with the provisions of Section 607.0501, Florida Statutes (1995) relative to keeping open an office.

Dated: July 9, 1996.



LAWRENCE S. EVANS

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96 JUL 11 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA