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SPINNER, DITTMAN, FEDERSPIEL & DOWLING

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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ROBERT A. DITTMAN
DONALD C. DOWLING
ROBERT W. FEDERSPIEL, P.A.
JOHN W. SPINNER

July 10, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

500001902945
-07/23/96--01125--005
****122.50 ****122.50

Re: Frank Schmutz, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Frank Schmutz, Inc., together with my client's check in the amount of \$122.50 to cover the following:

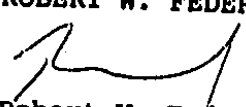
Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.


Robert W. Federspiel

RWF:kp
Encl. 3

JUL 24 1996

FILED
96 JUL 23 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
FRANK SCHMUTZ, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is FRANK SCHMUTZ, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of construction management, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 4573 Palm Ridge Boulevard, Delray Beach, Florida 33445, and the name of the initial registered agent of this corporation is FRANK SCHMUTZ.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director signing these Articles is:

Frank Schmutz
4573 Palm Ridge Boulevard
Delray Beach, FL 33445

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - Incorporator

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

Frank Schmutz
4573 Palm Ridge Boulevard
Dolray Beach, FL 33445

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 16th day of July, 1996.

Frank J. Schmutz
Frank Schmutz

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FRANK SCHMUTZ, who is personally known to me ~~or who produced~~ _____ as identification and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 16 day of July, 1996.



ROBERT W. FEDERSPIEL
MY COMMISSION # CC467278 EXPIRES
August 21, 1999
BONDED THRU TROY FARM INSURANCE, INC.

(SEAL)

Robert W. Federspiel
Notary Public
State of Florida
My commission expires: 8-21-99
Commission No.: CC467278

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that Frank Schmutz, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named Frank Schmutz, located at 4573 Palm Ridge Boulevard, City of Delray Beach, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Frank J. Schmutz
Frank Schmutz

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95 JUL 23 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA