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POHAR HALL
SCHINDLER & KAUFMAN, LTD.

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96 JUL 23 PM 3:40

DANVER, COLORADO
TEL 805-888-1800

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NATIONSBANK TOWER AT
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100 N.W. BRUNN STREET
MIAMI, FLORIDA 33131-0101
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SECRET
TALLAHASSEE, FLORIDA
WASHINGTON, D.C.
TEL 805-884-8000
INTERNATIONAL AFFILIATION
BEIJING, CHINA
TEL 011861-813881

July 26, 1996

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

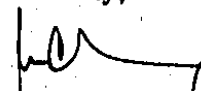
Re: ALTERNATIVE PRODUCTION PARTNERS, INC.

Dear Sir or Madam:

Enclosed for filing please find an original executed copy of the articles of incorporation for the above referenced corporation and a check for \$70.00 for the required fees.

Please call the undersigned should you have any questions. Thank you for your prompt assistance.

Sincerely,


Maria E. Chang
For the Firm

Encl.
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7-31-96

**ARTICLES OF INCORPORATION
OF
ALTERNATIVE PRODUCTION PARTNERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is **ALTERNATIVE PRODUCTION PARTNERS, INC.**

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation is 11040 N.W. 7th Street, Plantation, Florida 33324.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, \$0.01 par value.

ARTICLE IV

PREEMPTIVE SHARES

The shareholders of this Corporation shall be granted preemptive shares.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The address of the Corporation's initial registered office is 11040 N.W. 7th Street, Plantation, Florida 33324. The name of the Corporation's initial registered agent at that address is Albert Churba.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is Maria E. Chang, 4000 International Place 100 S.E. Second Street, Miami, Florida 33131.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation but shall not be less than two. The initial directors of the Corporation shall be:

Albert Churba
11040 N.W. 7th Street, Plantation, Florida 33324

Glenn Brosnick
9209 Carlyle Ave., Surfside, Florida 33154

ARTICLE VIII

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IX

CORPORATE EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE X
INDEMNIFICATION

This Corporation shall indemnify and may insure any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI
AMENDMENT

These Articles of Incorporation or any amendment thereto may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of July, 1996.

Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of Alternative Production Partners, Inc. and to accept service of process for Alternative Production Partners, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 26th day of July, 1996.


Albert Churba

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TALLAHASSEE, FLORIDA