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WEINER & STEINGOLD
ATTORNEYS • AT • LAW

CLEARWATER • TAMPA • BIRMINGHAM, ALABAMA
WORLDWIDE OFFICES:
CARACAS, VENEZUELA • CURITIBA, BRAZIL • MINSK, RUSSIA • MONTREAL, CANADA

August 1, 1998

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

RE: MAHESCA CONSTRUCTION, INC.

Enclosed is an original and one copy of the Articles of Incorporation of MAHESCA CONSTRUCTION, INC., as well as a check in the amount of One Hundred Twenty-Two Dollars and Fifty cents (\$122.50).

Please return the certified copy of the Articles of Incorporation to this office at the above address.

Should you have any questions, please feel free to contact me.

Sincerely yours,

WEINER & STEINGOLD
Attorneys at Law

MARK R. WEINER
Immigration Lawyer

MRW:rjb

Enclosures: Original and one copy of Articles of Incorporation
Firm Check

600001915086
-08/07/98--01032--006
****122.50 ****122.50

FILED
26 AUG -6 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-8-98
KR

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

FILED
MAR 15-6 PM 3:10
TALLAHASSEE STATE
RECORDS - FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

MAHESCA CONSTRUCTION, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **PURCHASE AND IMPORT/EXPORT OF CONSTRUCTION MATERIALS TO SOUTH AMERICA** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the

accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 200 shares at a par value of \$10.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of

this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders. The voting stocks shall be held as follows:

- 1) Ramon E. Hernandez: 200 Shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$2,000.00.

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

25 N. Belcher Rd., Suite A1
Clearwater, Fl. 34625

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT,
VICE-PRESIDENT:

Ramon E. Hernandez
Calle Paez N 75 Adentro
Puerto La Cruz, Venezuela

SECRETARY,
TREASURER:

Cesar Leon
25 N. Belcher Rd., Suite A1
Clearwater, Fl. 34625

ARTICLE NINE

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Cesar Leon
25 N. Belcher Rd., Suite A1
Clearwater, Fl. 34625

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Cesar Leon
25 N. Belcher Rd., Suite A1
Clearwater, Fl. 34625

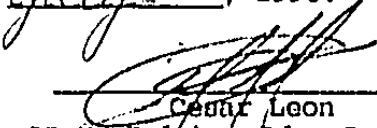
ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made,
subscribed, and acknowledged these Articles of Incorporation
this 30 day of July, 1996.

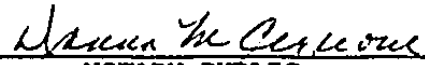

Cesar Leon
25 N. Belcher Rd., Suite A1
Clearwater, Fl. 34625

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary
Public authorized in the State and County aforesaid to take
acknowledgments, personally appeared CESAR LEON,
to me well known to be the person described in and who
executed the foregoing Articles of Incorporation as
subscriber and resident agent respectively, and he
acknowledged before me that he signed the same and uses and
purposes therein set forth.

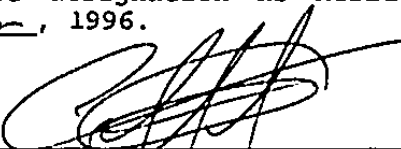
WITNESS my hand and official seal this 30 day of
July 1996.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



"OFFICIAL SEAL"
Donna M. Cervone
My Commission Expires 2/25/99
Commission #CC 421381

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, CESAR
LEON, hereby accept designation as Resident Agent on this
30 day of July, 1996.


Cesar Leon
25 N. Belcher Rd., Suite A1
Clearwater, Fl. 34625

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared RESNAE LEON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 30 day of July 1996.

Donna M. Cervone
NOTARY PUBLIC
MY COMMISSION EXPIRES:



"OFFICIAL SEAL"
Donna M. Cervone
My Commission Expires 2/25/99
Commission #CC 421381

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