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PROTECTIVE AND LEGAL SERVICE ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 091668 100534A

AUTHORIZATION : Patricia Piquito

COST LIMIT : \$ 70.00

ORDER DATE : September 19, 1996

ORDER TIME : 11:40 AM

ORDER NO. : 091668

CUSTOMER NO: 100534A

500001952065

CUSTOMER: Linda K. Adler, Esq
ADLER GROUP, INC.

1400 Northwest 107th Avenue
4th Floor
Miami, FL 33172

DOMESTIC FILING

NAME: WAAS-PHILLIPS-ADLER
CONSTRUCTION, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

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9/19/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

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OF

WAAS - PHILLIPS - ADLER CONSTRUCTION, INC.

ARTICLE I

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

The name of the corporation is WAAS - PHILLIPS - ADLER CONSTRUCTION, INC. (hereinafter called the "Corporation").

ARTICLE II

The street address of the principal office and the mailing address of the Corporation is 1400 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$1.00	Common

ARTICLE IV

The street address of the Corporation's initial registered office is 1400 N.W. 107th Avenue, Miami, Florida 33172, and the name of the initial registered agent at such office is Joel Levy.

ARTICLE V

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Michael M. Adler	1400 N.W. 107th Avenue, Miami, Florida 33172
James Phillips	1400 N.W. 107th Avenue, Miami, Florida 33172

ARTICLE VI

The name and of the Incorporator is Joel Levy and the address of the Incorporation is 1400 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of September, 1996.

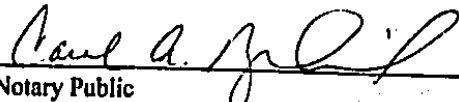


JOEL LEVY

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

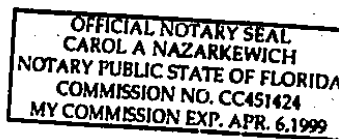
BEFORE ME, the undersigned authority, personally appeared JOEL LEVY, to me described who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 13th day of September, 1996.



Notary Public

My Commission Expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of, and to accept service of process for WAAS - PHILLIPS - ADLER CONSTRUCTION, INC. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Section 607.0501(3).



Joe Levy

Dated: September 13, 1996

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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: ANDREA L. ARNESON
PHONE: (305) 358-9900

FAX #:

NAME: WAAS - PHILLIPS - ADLER CONSTRUCTION, INC.

AUDIT NUMBER.....H96000018168

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 DEC 31 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAAS-PHILLIPS-ADLER CONSTRUCTION, INC.

Pursuant to Section 607.1005 of the Florida Business Corporation Act, the undersigned Incorporator adopts the following Articles of Amendment to the Articles of Incorporation of Waas-Phillips-Adler Construction, Inc. (the "Corporation").

FIRST:

The name of the Corporation is Waas-Phillips-Adler Construction, Inc.

SECOND:

Article III is deleted in its entirety and the following Article III shall be substituted in its place:

The number and class of shares which the Corporation shall have authority to issue is twenty thousand (20,000) shares of Common Stock ("Common Stock"), having a par value of \$1.00 per share. Each share of Common Stock shall be entitled to one vote.

THIRD:

Article V, which designates the number of and persons to serve as initial directors of the Corporation, is deleted in its entirety.

FOURTH:

These Amendments were duly adopted by the Incorporator of the Corporation on December 30, 1996. The Corporation has not issued any shares of stock, and no shareholder action was required for adoption of these Amendments.

Dated: December 30, 1996


JOEL LEVY, Incorporator

((1196000018168 0))

PREPARED BY:
St. John Daugherty, Esq.
Stroock & Stroock & Lavan
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
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