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Miami, November 12th., 1996

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

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-11/14/96--01044--009
****122.50 ****122.50

Ref: OJO DE AGUA CONSTRUCTION, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my Money Order in the amount of ONE HUNDRED and TWENTY TWO DOLLARS and FIFTY CENTS (\$ 122.50).--This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and Fees for Registered Agent Designation for the above named corporation.--

Very truly yours,


Justo L. del Sol

FILED
96 NOV 14 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mailing Address of the Corporation

OJO DE AGUA CONSTRUCTION, INC.
310 N.W. 13th Ave. # C
Miami, Fla. 33125.-

NOV 19 1996

ARTICLES OF INCORPORATION
OF
OJO DE AGUA CONSTRUCTION, INC.

The undersigned subscriber to these Articles of Incorporation natural persons competent to contract, hereby form a corporation under the laws of the State of Florida,-

ARTICLE ONE: CORPORATE NAME

The name of the corporation is:

OJO DE AGUA CONSTRUCTION, INC.

ARTICLE TWO: DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.-

ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of angaging - in any activities or business permitted under the laws of - the United States and the State of Florida.-

ARTICLE FOUR: CAPITAL STOCK

The corporation is authorized to issue TEN (10) shares of FIFTY DOLLARS (\$50.00) par value Common Stock, which shall be designated "COMMON SHARES".-

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent Office and the name of the Initial Registered Agent at that office is: JUSTO L. DEL SOL, 310 N.W. 13th Ave. #C Miami Fla. 33125.-The principal office, or the mailing address of the Corporation is: OJO DE AGUA CONSTRUCTION, INC. 310 N.W. 13th Ave. # C, Miami, Fla. 33125

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TALLAHASSEE, FLORIDA

ARTICLE SIX: INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially.-
The number of directors may be either increased or dis -
diminished from time to time by-laws, but shall never be
less than one (1).- The names and addresses of the initial
directors of the corporation is as follows:


JUSTO L. DEL SOL 310 N.W. 13th Ave. Miami, Fla. 33125
ZENAIDA DEL SOL 310 N.W. 13th Ave. Miami, Fla. 33125

ARTICLE SEVEN: INCORPORATORS

The names and addresses of the Incorporators signing these
Articles of Incorporation are as follows:

JUSTO L. DEL SOL 310 N.W. 13th Ave. Miami, Fla. 33125
ZENAIDA DEL SOL 310 N.W. 13th Ave. Miami, Fla. 33125

In Witness Whereof, the undersigned subscribers
have executed these Articles of Incorporation this 12th -
day of November, 1996.-


Justo L. del Sol


Zenaida del Sol

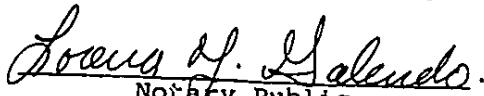
STATE OF FLORIDA) SS
COUNTY OF DADE)

I hereby certify that on this day, before me an officer -
duly authorized to administer oaths and take acknowledge-
ment, personally appeared JUSTO L. DEL SOL and ZENAIDA DEL
SOL, known to me to be the persons described in and who exe-
cuted the foregoing Articles of Incorporation, who acknow-
ledged before me that THEY executed the same, that I re-
leied upon the following form of identification of the above
named persons; and that an oath was taken.-

Witness my hand and official seal in the County and State -
last aforesaid, this 12th day of November, 1996.-A.D.

My commission expires:

LORENA Y. GALINDO
Notary Public, State of Florida
My Comm. expires May 9, 1999
No. CC461717


Notary Public
State of Florida at large.-

CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

OJO DE AGUA CONSTRUCTION, INC.

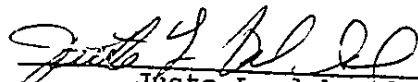
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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 48.091, the following
is submitted:

The above corporation, desiring to organize under the laws-
of the State of Florida with its registered office as in-
dicated in the Articles of Incorporation, at 310 N.W. 13th
Ave. # C, Miami, Fla. 33125, has named JUSTO L. DEL SOL, -
located at the aforesaid address, as its Registered Agent-
to accept service of process within this State.-

ACKNOWLEDGEMENT

Having been named as REGISTERED AGENT to accept service of
process for the above corporation at the place designated
in this certificate, and being familiar with this obliga-
tions of that position, I hereby accept act in this capaci-
ty, and agree to comply with the provisions of Florida Law
in keeping open said office.-


Justo L. del Sol.-
Registered Agent.-