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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ALLSTAR CONSTRUCTION ASSOCIATES, INC.

AUDIT NUMBER.....H96000016581

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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EFFECTIVE DATE

11/22/96

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ARTICLES OF INCORPORATION OFALLSTAR CONSTRUCTION ASSOCIATES, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAMEEFFECTIVE DATE
11-22-96

The name of this corporation is: ALLSTAR CONSTRUCTION ASSOCIATES, INC.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The purpose of this corporation is to transact in Real Estate Development.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance

Prepared By:

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of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation and its principal place of business is:

Antonio Arcuy
8830 Coral Way
Miami, Florida 33155

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Antonio Arcuy
8830 Coral Way
Miami, Florida 33155

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation is/are:

President: Antonio Arcuy
8830 Coral Way
Miami, Florida 33155

Vice President: Enrique Piwko
8830 Coral Way
Miami, Florida 33155

Secretary: Lawrence Salas
8830 Coral Way
Miami, Florida 33155

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Treasurer:

Lawrence Salas
8830 Coral Way
Miami, Florida 33155

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Article IX. INCORPORATORS

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

Antonio Arcuy
8830 Coral Way
Miami, Florida 33155

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by

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means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscri

bers have executed these Articles of Incorporation this 22 day of October, 1996.

WITNESS

Suzana Zigel
Robert Campo

H. C. Azucy
Antonio Azucy

STATE OF FLORIDA)

COUNTY OF DADE)

ISS

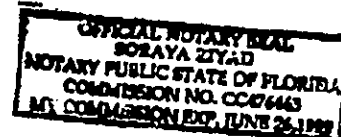
BEFORE ME, the undersigned authority, personally appeared Antonio Azucy, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to the before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

22 day of October, 1996.

My Commission Expires:

Suzana Zigel
NOTARY PUBLIC, State of Florida
at Large.



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ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that AllStar Construction Associates, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, Dade County, State of Florida has named Antonio Arcuy located 8830 Coral Way, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


INCORPORATORBy: 

REGISTERED AGENT