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TO: DIVISION OF CORPORATIONS

FAX # 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: SB PLANS PROCESSING & ZONING CONSULTANTS, INC
AUDIT NUMBER.....H96000016757
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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ARTICLES OF INCORPORATION

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OF

SB PLANS PROCESSING & ZONING CONSULTANTS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, do hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: SD Plans Processing & Zoning Consultants, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

To engage in any and all lawful business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

Manuel A. Cuadrado
Fla. Bar No. 167849
HINSHAW & CULBERTSON
200 South Biscayne Boulevard, Suite 800
Miami, Florida 33131
Tel: (305) 358-7747

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ARTICLE V- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation shall be 5860 S.W. 13th Street, Miami, Florida 33144.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The registered office and resident agent's office of the corporation shall be located at 5860 S.W. 13th Street, Miami, Florida 33144.

The name of the registered agent at such address is: Sergio Bonich

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the initial directors who shall hold office until their successors are elected and have qualified, are as follows:

Sergio Bonich - 5860 S.W. 13th Street
Miami, Florida 33144

The number of directors may be either increased or diminished by the By-Laws but shall never be less than one.

ARTICLE VIII - OFFICERS

The names of the officers who are to conduct the business of the corporation until those elected at the first election, are as follows:

PRESIDENT : Sergio Bonich
SECRETARY : Sergio Bonich
TREASURER : Sergio Bonich

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ARTICLE IX - SUBSCRIBERS

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

Sergio Bonich : 5860 S.W. 13th Street
Miami, Florida 33144

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of the filing of these Articles of Incorporation with the office of the Secretary of State of the State of Florida.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of November, 1996.


SERGIO BONICH (Seal)

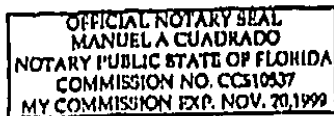
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED BEFORE ME this 14th day of November, 1996 by

Manuel A. Cuadrado
Fla. Bar No. 167849
HINSHAW & CULBERTSON
200 South Biscayne Boulevard, Suite 800
Miami, Florida 33131
Tel: (305) 358-7747

Sergio Bonich, who is personally known to me and who did not take an oath.

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NOTARY PUBLIC

Manuel A. Cuadrado

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for: SB Plans Processing & Zoning Consultants, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open such office.

Date: November 14, 1996

By *Sergio Bonich*
SERGIO BONICH

QADATA/SBPLANS/CORPORAT.

Manuel A. Cuadrado
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