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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: A-USA CONSTRUCTION, INC.
AUDIT NUMBER.....H97000000415
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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11/9/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

FAS-T CORP. AGENTS INC.

MIAMI, FL

SUBJECT: A-USA CORPORATION, INC.
REF: W97000000544

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Terri Buckley
Corporate Specialist

FAX Aud. #: E97000000415
Letter Number: 097A00001157

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97000000415

ARTICLES OF INCORPORATION OF

A-USA BUILDING CONTRACTORS, INC.

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

Article I -Corporate Name

The name of the corporation is:

A-USA BUILDING CONTRACTORS, INC.

Article II -Duration

This corporation shall exist perpetually unless dissolved according to Florida Law.

Article III -Purpose

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

Article IV -Capital Stock

The corporation is authorized to issue Five Hundred shares (\$500.00) of One dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

Article V -Initial Registered Office and Agent

The principle office and mailing address of the corporation is:

A-USA CONSTRUCTION, Inc.

12459 S.W. 130th Street, # 9 , Miami, FL 33186-6209

The name and address of the Registered Agent of this corporation is:

Name: Jaime Z. Colao

Address: 12459 S.W. 130 Street, # 9., Miami, FL 33186

Article VI -Initial Board Of Directors

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

Michael Largo

10620 Killian Drive, Miami, FL 33176

Jaime Colao

12410 S.W. 95 Terr., Miami, FL 33186

Prepared by: Jaime Colao

12410 S.W. 95th Terr.

Miami, FL 33186

(305) 235-6200

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TALLAHASSEE, FLORIDA

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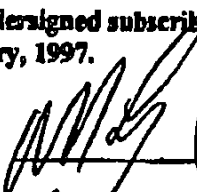

Article VII - Incorporators

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

Michael Largo
10620 Killian Drive
Miami, Fl 33176

Jaime Colao
12410 S.W. 95 Terr.
Miami, FL 33186

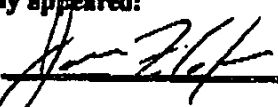
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7 day of January, 1997.

 (Michael Largo)
 (Jaime Colao)

State Of Florida)
SS

County of DADE

before me, a Notary Public authorized to take acknowledgements in the State of Florida and County set forth above, personally appeared:

 (Jaime Colao)

known to me and knew to be the persons who executed the foregoing Articles Of Incorporation, and who acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in this State and County aforesaid, this 7 day of January, 1997.

(Notary Seal)


(Notary Public, State of Florida at Large)

My Commission Expires: 02/06/98

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01/09/97

15:18

NO. 336 004

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**Certificate And Acknowledgement
of Registered Agent**

**Certificate of Registered Agent
Of**

A-USA BUILDING CONTRACTORS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

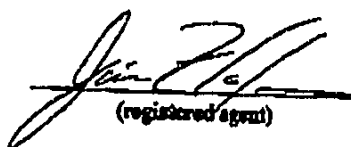
12459 S.W. 130th Street, #9, Miami, FL 33186-6209

has named Jaime Z. Colao

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 stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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