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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/16/97--01065--008
****131.25 ****131.25

SUBJECT: BISCAYNE ASSOCIATED INDUSTRIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a
check for: \$131.25 (Filing Fee, Certified Copy & Certificate)

FROM: RONALD A. LAING
3301 S.W. 137TH AVENUE
MIRAMAR, FL 33027
(305) 688-7663

FILED
97 JAN 16 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 2 1997

ARTICLES OF INCORPORATION
OF
BISCAYNE ASSOCIATED INDUSTRIES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be BISCAYNE ASSOCIATED INDUSTRIES, INC.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

The total authorized stock for this corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

The consideration for the said stock shall be payable in cash, property, real of personal, or labor or services actually performed in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Shareholders shall have no preemptive rights.
Cumulative voting shall not be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be located at 1070 EAST 52nd Street, HIALEAH, FL 33013. The initial registered agent at that address shall be Ronald A. Laing, social security #593-12-4789. This corporation reserves the privilege of having its offices and branch offices at other places within of without the State of Florida.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

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ARTICLE VII

The name and address of the initial director of this corporation, who shall hold office for the first year or until his successors are duly elected and have qualified, shall be:

RONALD A. LAING
3301 S.W. 137TH AVENUE
MIRAMAR, FL 33027

ARTICLE VIII

The name and address of the Incorporator is Ronald A. Laing, social security #593-12-4789, of 3301 S.W. 137th Avenue, Miramar, FL 33027.

ARTICLE IX

The initial principle office of this corporation shall be 1070 East 52nd Street, Hialeah, FL 33013.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effects as if he were not such a director or officer of such other corporation, or not so interested.

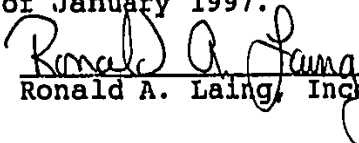
ARTICLE XI

The private property of the shareholders shall not be subject to payment of the corporation debts of this corporation to any extent.

ARTICLE XII

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of January 1997.

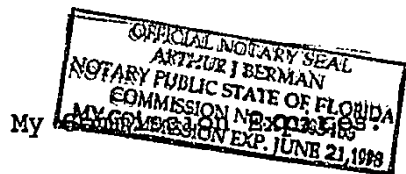

Ronald A. Laing, Incorporator

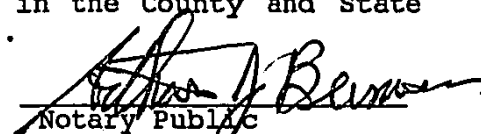
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ronald A. Laing known to be the person described in and who executed the forgoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose herein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 10th day of January, 1997.




Notary Public
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is
submitted:

First, that Biscayne Associated Industries, Inc. desiring to
organize under the laws of the State of Florida, has named Ronald
A. Laing, of 3301 S.W. 137th Avenue, City of Miramar, County of
Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the
above corporation at the place designated in this certificate,
the undersigned hereby accepts the same and agrees to act in this
capacity, and agrees to comply with the provisions of Florida law
relative to keeping the registered office open.

By:

Ronald A. Laing
Ronald A. Laing
Registered Agent

DATED: This 10th day of January 1997.

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