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ACCOUNT NO. : 072100000032

REFERENCE : 276984 9081A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 28, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 276984-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Lisa Johnson
MACLEAN & EMA

2600 NE 14th Street Causeway

Pompano Beach, FL 33062

800002101488--3
-02/28/97--01105--006
*****70.00 *****70.00

DOMESTIC FILING

NAME: PRICE WISE CONSTRUCTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 28 AM 10:27

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 28 PM 1:10

RECEIVED

K.R. MAR - 3 1997

**ARTICLES OF INCORPORATION
OF
PRICE WISE CONSTRUCTION, INC.**

97 FEB 28 AM 10:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be PRICE WISE CONSTRUCTION, INC. The address of the principal office of this corporation shall be 4251 N.E. 27th Avenue, Lighthouse Point, Florida 33064.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of PRICE WISE CONSTRUCTION, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which PRICE WISE CONSTRUCTION, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of PRICE WISE CONSTRUCTION, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which PRICE WISE CONSTRUCTION, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and

have a par value of one dollar (\$1.00) per share.

ARTICLE V PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of PRICE WISE CONSTRUCTION, INC. is 4251 N.E. 27th Avenue, Lighthouse Point, Florida 33064 and the name of its initial Registered Agent at such address is Joan R. Cerrito.

ARTICLE VI OFFICERS AND DIRECTORS

The number of Directors of PRICE WISE CONSTRUCTION, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of PRICE WISE CONSTRUCTION, INC. is three (3). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of PRICE WISE CONSTRUCTION, INC. are as follows:

Edward J. Cerrito
4251 N.E. 27th Avenue
Lighthouse Point, FL 33064

Director/President

Philip E. Cerrito
216 N.E. 14th Avenue
Pompano Beach, FL 33060

Director/Vice President

Joan R. Cerrito
4251 N.E. 27th Avenue
Lighthouse Point, FL 33064

Director/Secretary/Treasurer

ARTICLE VII INCORPORATOR

The Incorporator of PRICE WISE CONSTRUCTION, INC. is Edward J. Cerrito, whose address is 4251 N.E. 27th Avenue, Lighthouse Point, Florida 33064.

ARTICLE VIII CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal,

or distribute them on the same principal among as many candidates as he shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of PRICE WISE CONSTRUCTION, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of PRICE WISE CONSTRUCTION, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of PRICE WISE CONSTRUCTION, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of PRICE WISE CONSTRUCTION, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of PRICE WISE CONSTRUCTION, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of PRICE WISE CONSTRUCTION, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of PRICE WISE CONSTRUCTION, INC. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in PRICE WISE CONSTRUCTION, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of PRICE WISE CONSTRUCTION, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of PRICE WISE CONSTRUCTION, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in PRICE WISE CONSTRUCTION, INC.

E. The right and power of PRICE WISE CONSTRUCTION, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. PRICE WISE CONSTRUCTION, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 27th day of February, 1997.

Edward J. Cerrito
EDWARD J. CERRITO

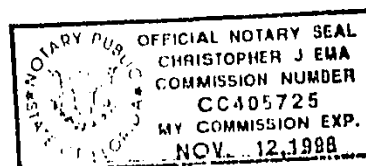
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared EDWARD J. CERRITO, to me well known or who produced Florida Driver's License as identification and known to me to be the Incorporator of PRICE WISE CONSTRUCTION, INC., and she acknowledged to and before me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 27th day of February, 1997.

Christopher J. EMA
Notary Public
CHRISTOPHER J. EMA

My Commission Expires:



I, JOAN R. CERRITO, having been appointed Registered Agent of PRICE WISE CONSTRUCTION, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 27th day of February, 1997.


JOAN R. CERRITO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA