



HHH MANAGEMENT INC.
AN ASSET MANAGEMENT COMPANY

797000032929

Via Federal Express

FILED
STATE
97 APR 11 AM 11:46
CLERK

April 10, 1997

Ms. Eddy Harlee
Landers & Parsons
310 West College Avenue
Tallahassee, FL 32302
(904) 681-0311

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-04/11/97--01002--009
****122.50 ****122.50

RE: K.A.C. Construction, Inc.

Dear Eddy:

We are a client of Gonano & Harrell and have used your services in the past for numerous incorporations.

Enclosed herewith are two executed copies of the Articles of Incorporation of the above referenced corporation, together with our checks to cover filing fees and your firm's fee for walk-through services, namely:

Secretary of State	\$ 122.50
Landers & Parsons	25.00

Please cause the Articles to be filed with the Secretary of State and return a certified copy to the attention of the undersigned via Federal Express.

Thank you.

Sincerely,

HHH MANAGEMENT, INC.

Nancy Ungar

Nancy Ungar
Administrative Assistant

/nu
Enc.

C:\WANCY\CORPORATE\CORRESP\LANDERS INC

K.R. APR 11 1997

6353 West Rogers Circle • Suite One • Boca Raton, Florida 33487 U.S.A. • Tel: 561-994-2233 • Fax: 561-994-2199

Call Eddy when ready for pickup

**ARTICLES OF INCORPORATION
OF
K.A.C. CONSTRUCTION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: K.A.C. CONSTRUCTION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the corporation shall be: 6353 W. Rogers Circle, #1, Boca Raton, Florida 33487. The mailing address of the corporation shall be: P.O. Box 273760, Boca Raton, Florida 33427-3760.

ARTICLE III - DURATION

The corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. The corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollars (\$1.00) par value common stock which shall be fully paid and nonassessable. The stock of the corporation shall be issued, assigned and/or transferred in strict accordance with such by-laws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 6353 W. Rogers Circle, #1, Boca Raton, Florida 33487. The name of the initial registered agent of the corporation at that address is: R.J. BONNEAU.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by amending the by-laws to reflect the same, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

KEITH A. CARSWELL
3613 E. Forge Road
Davie, Florida 33328

R.J. BONNEAU
6353 W. Rogers Circle, #1
Boca Raton, Florida 33487

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action,

suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	KEITH A. CARSWELL
Vice President:	R.J. BONNEAU
Treasurer:	KEITH A. CARSWELL
Secretary:	R.J. BONNEAU

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is: R.J. BONNEAU, 6353 W. Rogers Circle, #1, Boca Raton, Florida 33487.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XIII - PREEMPTIVE RIGHTS AUTHORIZED


Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued

shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation
this 10th day of April, 1997.

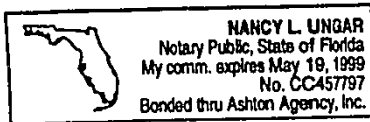


R.J. BONNEAU

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared R.J. BONNEAU, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10th day of April, 1997.



Nancy L. Ungar

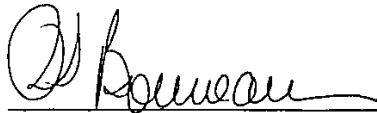
Notary Public
State of Florida at Large

My Commission Expires: 5-19-99

ACCEPTANCE

HAVING BEEN named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of April, 1997.



R.J. BONNEAU
Registered Agent

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SOUTH CAROLINA
FALL RIVER