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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: METRO CONSTRUCTION ASSOCIATES, CORP.

AUDIT NUMBER.....H97000010555

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1997

EMPIRE CORPORATE KIT

SUBJECT: METRO CONSTRUCTION ASSOCIATES, CORP.
REF: W97000014992

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

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000010555
Letter Number: 197A00034006

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CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION FOR

METRO CONSTRUCTION ASSOCIATES, CORP.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

METRO CONSTRUCTION ASSOCIATES, CORP.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States of Florida.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$5.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the officer of the Corporation.

PREPARED BY: GIOVANNI CASTELLANOS
VARES, INC./ OLIVERA & ASSOCIATES
1214 SW 2ND STREET
MIAMI, FL 33135
(305) 642-7611

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ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five hundred (\$500.00) dollars,

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be:

**11375 SW 44TH STREET
Miami, FL 33165
(305) 228-7142**

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:

**SERGIO ASTORGA
11375 SW 44TH STREET
MIAMI, FL 33165
(305) 228-7142**

PRESIDENT

**ANIBAL QUESADA
11375 SW 44TH STREET
MIAMI, FL 33165
(305) 228-7142**

VICE-PRES., SECRETARY

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

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ARTICLE VIII

The names and post office addresses of each shareholder and registered agent to the Certificate of Incorporation are as follows:

| SHAREHOLDERS | % OF SHARES |
|---------------------------------------------------------------------------------------|-------------|
| SERGIO ASTORGA 11375 SW 44 TH STREET MIAMI, FL 33165 305-228-7142 | 50% |
| ANIBAL QUESADA 11375 SW 44 TH STREET MIAMI, FL 33165 305-228-7142 | 50% |

ARTICLE IX

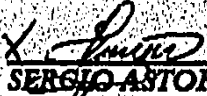
The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this

Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 23rd day of June, the year 1997.



SERGIO ASTORGA - PRESIDENT



ANIBAL QUESADA, VICE-PRES/SECT.

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STATE OF FLORIDA)

SS)

COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

SERGIO ASTORGA & ANIBAL QUESADA

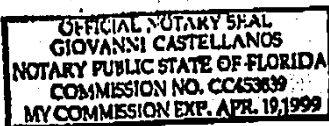
Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 23rd day of June of the year 1997.


GIOVANNI CASTELLANOS

Notary Public,

State of Florida at Large



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**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE AND PROCESS WITHIN THE
STATE OF FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: METRO CONSTRUCTION ASSOCIATES, CORP.

is qualified to do business under the laws of the State of Florida, with it's

REGISTERED OFFICE at:

**11375 SW 44TH STREET
Miami, Florida, 33165
(305) 228-7142**

and has appointed: SERGIO ASTORGA

As it's agent to accept services of process within the State.

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.



SERGIO ASTORGA, Registered agent

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