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6/30/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ULTIMATE PAVING, INC.  
AUDIT NUMBER.....H97000010756  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF

ULTIMATE PAVING, INC.

FILED  
97 JUN 30 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: Ultimate Paving, Inc.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be in excess of Five Hundred Dollars (\$500.00).

Prepared By:



Barry T. Shevlin, Esq.  
Florida Bar No.: 511587  
1111 Kane Concourse, Suite 605  
Bay Harbor Islands, Florida 33154  
(305) 868-0304

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ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 500 shares of common stock, having a par value of one dollar (\$1.00.) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principle office of the corporation shall be: 325 N.W. 84 Court, #3, Miami, Florida 33126.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is one but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Yoel L. Nieblas  
325 N.W. 84th Court  
Miami, Florida 33126

ARTICLE VIII

The name and address of the first officers of this corporation are as follows:

**PRESIDENT/ SECRETARY:**

YOEL L. NIEBLAS, President/Secretary  
325 N.W. 84th Court, #3  
Miami, Florida 33126

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ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The names and address of the incorporator is as follows:

Yoel L. Nieblas  
325 N.W. 84th Court, #3  
Miami, Florida 33126

ARTICLE XI

The designated registered agent for this corporation is Yoel L. Nieblas whose address is as follows:

Yoel L. Nieblas  
325 N.W. 84th Court, #3  
Miami, Florida 33126

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

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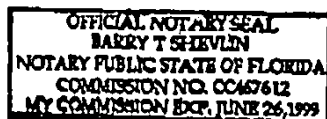
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for  
ULTIMATE PAVING, INC. this 20 day of June, 1997

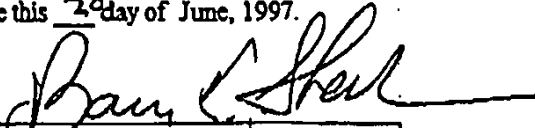
  
YOEL L. NIEBLAS

STATE OF FLORIDA     )  
                              )ss.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this 20 day of June, 1997, personally appeared  
Yoel L. Nieblas, who is personally known to me, and after being duly sworn on oath, deposed and  
said she has fully read and understood the foregoing Articles of Incorporation for ULTIMATE  
PAVING, INC. and has executed same knowingly and voluntarily for the purposes expressed  
therein.

SWORN TO AND SUBSCRIBED before me this 20 day of June, 1997.



  
NOTARY PUBLIC, State of Florida  
BARRY T. SHEVLIN  
Printed Name

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CERTIFICATE OF DESIGNATION

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; ULTIMATE PAVING, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 325 N.W. 84TH COURT, #3, MIAMI, FLORIDA 33126, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING YOEL L. NIEBLAS, 325 N.W. 84TH COURT, #3, MIAMI, FLORIDA 33126. HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.

  
 \_\_\_\_\_  
 REGISTERED AGENT  
 YOEL L. NIEBLAS

6-20-97  
 \_\_\_\_\_  
 DATE

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