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FLORIDA DIVISION OF CORPORATIONS

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FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS
075467000342

ACCT#:

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(305) 579-9749

FAX #:

NAME: URBAN ARCHAEOLOGY, INC.

AUDIT NUMBER.....H97000011963

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

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OF

URBAN ARCHAEOLOGY, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

URBAN ARCHAEOLOGY, INC.

ARTICLE II

The mailing address of the corporation is:

460 Walker Street
Holly Hill, Florida 32117-2699

The address of the principal office is:

460 Walker Street
Holly Hill, Florida 32117-2699

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 100 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is c/o Zuckerman Spaeder Taylor & Evans, L.L.P., 201 South Biscayne Boulevard, Miami Center - Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is Jill M. Granat, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

Jill M. Granat, Esq.
Florida Bar No. 884847
Zuckerman Spaeder Taylor & Evans, LLP
201 S. Biscayne Blvd., Suite 900
Miami, FL 33131

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ARTICLE VII

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The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is three, whose names and addresses are:

William Jones
460 Walker Street
Holly Hill, Florida 32117-2699

Jake Bates
450 Walker Street
Holly Hill, Florida 32117-2699

James Napolitano
460 Walker Street
Holly Hill, Florida 32117-2699

ARTICLE IX

The name and address of the Incorporator is:

Jill M. Granat
c/o Zuckerman Spaeder Taylor & Evans, L.L.P.
201 South Biscayne Boulevard
Miami Center - Suite 900
Miami, Florida 33131

ARTICLE X

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

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Jill M. Granat, being the Incorporator of this corporation, make and file these Articles of Incorporation this 22nd day of July, 1997.


JILL M. GRANAT, INCORPORATOR

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

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

URBAN ARCHAEOLOGY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS JILL M. GRANAT, ESQ., AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. URBAN ARCHAEOLOGY, INC.'S BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:

Jill M. Granat
c/o Zuckerman Spaeder Taylor & Evans, L.L.P.
201 South Biscayne Boulevard
Miami Center - Suite 900
Miami, Florida 33131

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CLERK OF DISTRICT COURT
JULIA S. L. FLORIDA

Jill M. Granat
JILL M. GRANAT, INCORPORATOR

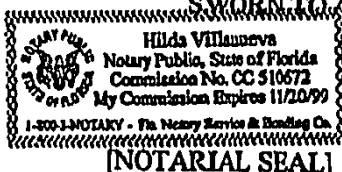
WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE
SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE
THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF
SECTION 48.091, FLORIDA STATUTES.

Jill M. Granat
JILL M. GRANAT, AS REGISTERED
AGENT FOR URBAN ARCHAEOLOGY, INC.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 22nd day of July, 1997.



Hilda Villanueva
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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