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OF COUNSEL

July 21, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002244480--6
-07/22/97--01135--002
***131.25 ***131.25

Re: New Corporation Filing
Our File: Right Way Construction & Management Corp.

To Whom It May Concern:

Enclosed please find our firm's check no. 7563 made payable to the Florida Department of State in the amount of \$131.25 for the cost of filing a new corporation. Also enclosed is an original and one copy of the articles of incorporation for **RIGHT WAY CONSTRUCTION & MANAGEMENT CORP.**

At your earliest convenience, please forward a certified copy of the articles of incorporation and a certificate to this office in the enclosed self-addressed, stamped envelope.

Thank you for your cooperation in this matter, please do not hesitate to contact me in the event you have any questions.

Very truly yours,

S. Coleman

Stephanie Coleman, Legal Assistant to
Howard S. Toland, Esq.

(954) 467-1300 Ext. 108

880-C:\WPDOC\RIGHTWAY.L01

JUL 23

BSB

FILED
91 JUL 22 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI OFFICE:

100 SOUTH BISCAYNE BOULEVARD, SUITE 800, MIAMI, FLORIDA 33131, TEL. (305) 374-1300, FAX (305) 358-8305

ARTICLES OF INCORPORATION

OF

RIGHT WAY CONSTRUCTION & MANAGEMENT CORP.

FILED

97 JUL 22 AM 10:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is: **RIGHT WAY CONSTRUCTION & MANAGEMENT CORP.**, with its principal office located at 7155 NW 74th Street, Miami, Florida 33166.

ARTICLE II

DURATION

This corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida regarding real estate acquisition, construction, management, development and leasing.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

Filed By:
Haley, Sillars & Perez, P.A.
100 Southeast Third Avenue, Suite 1900
Fort Lauderdale, Florida 33394

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: One Financial Plaza, 100 Southeast Third Avenue, Suite 1900, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of this corporation at that address is: Howard S. Toland, Esquire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director of this corporation is: Charles D. Ermer, 7155 NW 74th Street, Miami, Florida 33166

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Charles D. Ermer
7155 NW 74th Street
Miami, Florida 33166

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of July, 1997.

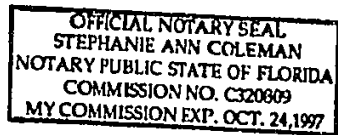


Charles D. Ermer

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21st day of
July, 1997, by CHARLES D. ERMER who is personally known to me or who has produced
_____ as identification and who did take
an oath.



Stephanie Ann Coleman
NOTARY PUBLIC

(SEAL)

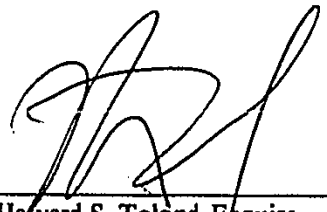
DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
97 JUL 22 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapters 48.091 and 607, Florida Statutes, RIGHT WAY CONSTRUCTION & MANAGEMENT CORP., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at: One Financial Plaza, Suite 1900, 100 Southeast Third Avenue, Fort Lauderdale, Florida 333394 has named Howard S. Toland, Esquire located there at as its registered agent to accept services of process within this State.

By: 
Charles D. Ermer

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Howard S. Toland, Esquire