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**ATLAS PEARLMAN
TROP & BORKSON**
P.A.
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April L. Halle	Dori S. Solomon	
Eric Lee	Todd L. Stone	Scott L. Cowan
Mara K. Lerner	Michael L. Trop	Director of
Ira Marcus	Kenneth P. Wurtzenberger	Marketing and Development
Joel D. Mayersohn		(not licensed to practice law)

July 22, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****122.50 *****122.50

Re: Andean Engineering & Finance Corp. (the "Company")

Dear Sir or Madam:

Enclosed please find one original and one copy of Articles of Incorporation ("Articles") for the above-referenced Company, together with a check in the amount of \$122.50 representing the filing fee. Please file the Articles and return a stamped copy to me in the enclosed self-addressed, stamped envelope provided for your convenience.

Should you have any questions, please contact me.

Very truly yours,

Michelle L.
Michelle Sommerville, CLA

FILED
97 JUL 24 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Facsimile (561) 241-7096

nc 7/28/97

ARTICLES OF INCORPORATION
OF
ANDEAN ENGINEERING & FINANCE CORP.

FILED
97 JUL 24 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: ANDEAN ENGINEERING & FINANCE CORP.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1900 Glades Road, Suite 351, Boca Raton, Florida 33431.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

GAYLE COLEMAN, ESQ., - FL BAR NO. 857327
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No. (954) 763-1200

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$1.00 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 E. Las Olas Boulevard
Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Gayle Coleman, 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

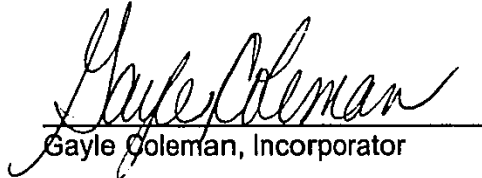
ARTICLE VIII
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 3rd day of July 1997.



Gayle Coleman, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

ANDEAN ENGINEERING & FINANCE CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1900 Glades Road, Suite 351, Boca Raton, Florida 33431 has named South Florida Registered Agents, Inc., whose address is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named 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 comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

South Florida Registered Agents, Inc.

By: Beverly F. Bryan
Beverly Bryan, President

FILED
97 JUL 24 AM 10:16
SEC. OF STATE
TALLAHASSEE, FLORIDA