

7/31/97

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ARCEE LATHING, INC.
AUDIT NUMBER.....H97000012500
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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STATE OF
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARCEE LATHING, INC.

ARTICLE I - NAME

The name of this corporation is ARCEE LATHING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6295 SW 29 STREET, MIAMI FLORIDA 33155.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6295 SW 29 STREET, MIAMI FLORIDA 33155 and the name of the initial registered agent of this corporation at that address is ROBERT CARBONELL.

Prepared by: Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181
(305) 895-5815

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME _____ ADDRESS _____

ROBERT CARBONELL 6295 SW 29 STREET
MIAMI FLORIDA 33155

ARTICLE VIII - Officers

The name and title of each officers is:

Robert Carbonell President

ARTICLE VIII - AMENDMENT

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

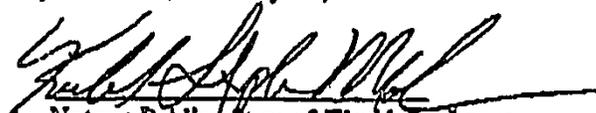
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this July 31, 1997.


Signature/Title

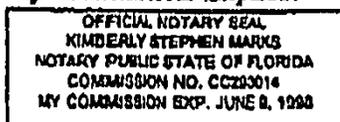
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **ROBERT CARBONELL** known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this July 31, 1997.


Notary Public, State of Florida at Large

My commission Expires:



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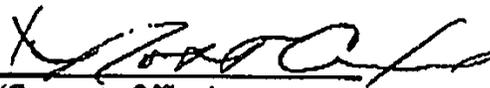
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

FIRST--THAT ARCEE LATHING, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ROBERT CARBONELL, LOCATED AT 6295 SW 29 STREET, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)

TITLE president

DATE 7/31/97

HAVING BEEN NAMED 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 PERFORMANCE OF MY DUTIES.

SIGNATURE 
(Resident Agent)

DATE 7/31/97

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CLERK OF COURT
CLERK OF COURT