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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: N.I.C. CONTRACTORS, INC.

AUDIT NUMBER.....H97000013086

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

N.I.C. CONTRACTORS, INC.

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SEAL  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is N.I.C. CONTRACTORS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1940 NE 179 Street, North Miami Beach, Florida 33162.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The

STANLEY B. LEWIS, ESQUIRE  
ATTORNEY AT LAW  
6256 N. W. SEVENTH AVENUE  
MIAMI, FL 33150  
BAR #: 0797022

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consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 1940 NE 179 Street, North Miami Beach, Florida 33162 and AMADEO STEVENS SINCLAIR is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

AMADEO STEVENS SINCLAIR  
1940 NE 179 Street  
North Miami Beach, Florida 33162

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

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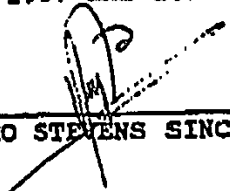
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**ARTICLE X: INCORPORATOR**

The incorporator of the Corporation is as follows:

AMADEO STEVENS SINCLAIR  
1940 NE 179 Street  
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, I, AMADEO STEVENS SINCLAIR, the under-  
signed incorporator, have signed these Articles of Incorporation on  
this 8th day of August, 1997 and acknowledged the same to be my  
act.

  
\_\_\_\_\_  
AMADEO STEVENS SINCLAIR

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was sworn to before me this 8th day  
of August, 1997 by AMADEO STEVENS SINCLAIR, who personally appeared  
before me at the time of notarization, and who has provided Florida  
Identification Card as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission CC-07757  
Expires Dec. 18, 1998  
Bonded by HAI  
800-622-1835

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

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of  
the Florida Statutes, the following is submitted, in compliance  
with said Acts:

First--That N.I.C. CONTRACTORS, INC., desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation at City of Miami,  
County of Dade, State of Florida, has named AMADEO STEVEN SINCLAIR  
located at 1940 NE 179 Street in the City of North Miami Beach,  
County of Dade, State of Florida, as its agent to accept service of  
process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of  
process for the above stated corporation at the place designated in  
this certificate, I hereby accept the appointment as registered  
agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and  
accept the obligations of my position as registered agent.

BY: AS  
AMADEO STEVENS SINCLAIR

DATED: 8/8/97

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