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ACCOUNT	NO		072100000032
ACCOUNT	NO.	:	0/2100000032

REFERENCE: 495332 11112A

AUTHORIZATION:

COST LIMIT : \$ 122.50

ORDER DATE: August 13, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 495332-005

CUSTOMER NO: 11112A

CUSTOMER: Edwin Ginsburg, Esq

ZIEGLER & GINSBERG

Suite 21

370 Minorca Avenue

Coral Gables, FL 33134

DOMESTIC FILING

NAME:

SOUTHERN BREEZE CONSTRUCTION,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

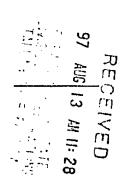
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:



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ARTICLES OF INCORPORATION

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SEURLE GAY OF STATE SOUTHERN BREEZE CONSTRUCTION, INCL LAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTHERN BREEZE CONSTRUCTION, INC.

The address of the principal office of this corporation shall be 370 Minorca Avenue, Suite 21, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the business of building construction, and this corporation may also engage or transact in any or all other lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 370 Minorca Avenue, Suite 21, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is ROBIN E. SANDERS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors, is:

Robin E. Sanders 370 Minorca Avenue, Suite 21 Coral Gables, FL 33134

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name and Address

Offices

Robin E. Sanders 370 Minorca Avenue, Suite 21 Coral Gables, FL 33134 President, Secretary, Treasurer

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robin E. Sanders 370 Minorca Avenue, Suite 21 Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator has duly executed these Articles of Incorporation on August 12, 1997.

ROBIN E. SANDERS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

ROBIN E. SANDERS, having been designated as the Registered Agent in the above and foregoing Articles, acknowledges that she is familiar with and accepts the obligations of the Registered Agent under Section 607.0506, Florida Statutes, and agrees to accept service of process for the above-stated corporation at the place and address designated in the above and foregoing Articles, and he agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as such Registered Agent.

Dated at Miami, Florida, this 12th day of August, 1997.

| Compared at Miami, Florida, this 12th day of August, 1997.

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