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TESCHER, CHAVES, RUBIN, FORMAN & MULLER, P.A.

Attorneys-at-Law

One Datrian Center
Penthouse 1
9100 South Dadeland Boulevard
Miami, Florida 33156-7819

Telephone (305) 670-0444
Watts (800) 782-6392
Fax (305) 670-0734

Robert A. Chaves
Peter J. Forman
Charles E. Muller II
Charles D. Rubin
Donald R. Tescher

of counsel
Dale A. Heckerling
Deborah Plaks Hochman
William C. Lewis, Jr., P.A.
Gary D. Lipson

Boca Corporate Center
Suite 216
2101 Corporate Boulevard
Boca Raton, Florida 33431-7343

Telephone (561) 998-7847
Watts (800) 288-2925
Fax (561) 998-2642

REPLY TO: Miami

September 4, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

500002287225--8
-09/08/97--01119--003
****122.50 ****122.50

Re: Hi-Line Construction, Inc.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation.

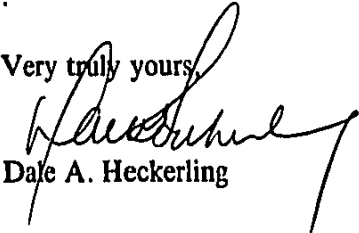
Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Resident Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,


Dale A. Heckerling

DAH/
Enclosures

FILED
97 SEP -8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 9/11/97

**ARTICLES OF INCORPORATION
OF
HI-LINE CONSTRUCTION, INC.**

FILED
97 SEP -8 AM 10: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

HI-LINE CONSTRUCTION, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

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

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the corporation is:

c/o William R. Russo
1825 Ponce de Leon Blvd.
Coral Gables, FL 33124

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

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

Dale A. Heckerling
9100 South Dadeland Blvd., Suite 1707
Miami, FL 33156

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial Director of this Corporation and his street address is:

Dale A. Heckerling
9100 South Dadeland Blvd., Suite 1707
Miami, FL 33156

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Dale A. Heckerling
9100 South Dadeland Blvd., Suite 1707
Miami, FL 33156

ARTICLE X. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 5th day of September, 1997.

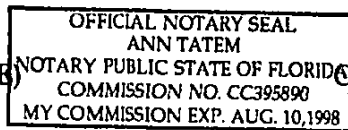

Dale A. Heckerling

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5 day of September, 1997
by Dale A. Heckerling, who is personally known to me or who has produced _____
_____ as identification and who did (did not) take an oath.

(SEAL ABOVE)



Ann Tatem

Notary Public

Commission No. _____

Name of Notary typed, printed or stamped)

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

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

HI-LINE CONSTRUCTION, INC. desiring to organize under the laws of the State of Florida, has named **DALE A. HECKERLING**, located at Suite 1707, 9100 South Dadeland Boulevard, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, **DALE A. HECKERLING** hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 5th day of September, 1997.



DALE A. HECKERLING

FILED
97 SEP -8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA