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SECURITY DIVISION
TALLAHASSEE, FLORIDA

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B. REGISTER SEP 22 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MONTILLA CONSTRUCTION, INC.

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.

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ARTICLE 1

THE NAME OF THIS CORPORATION SHALL BE: MONTILLA CONSTRUCTION,
INC. AND THEIR ADDRESS WILL BE 1565 PRESIDIO DR., WESTON, FL.
33027

ARTICLE 2

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.

ARTICLE 3

CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION SHALL BE
AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ONE TIME SHALL BE
100,000 SHARES OF COMMON STOCK, \$1.00 VALUE PER SHARE.

ARTICLE 4

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE 5 REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FL.

THE REGISTERED AGENT AND THE STREET ADDRESS OF THE INITIAL
REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA
SHALL BE:

MR. ORLANDO C. PIEDRA
5394 SW 119TH AVE.
FT. LAUDERDALE, FL. 33330

ARTICLE 6

THIS CORPORATION SHALL HAVE TWO DIRECTOR INITIALLY.

ARTICLE 7

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS
CORPORATION IS:

MR. RAMON MONTILLA, PRES., TREAS.
1565 PRESIDIO DRIVE
WESTON, FL. 33027

MRS. JOSEFINA MONTILLA, SECRETARY
1565 PRESIDIO DRIVE
WESTON, FL. 33027

THE PERSONS 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 8

INCORPORATOR

THE NAME OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS
THE INCORPORATOR IS ORLANDO C. PIEDRA, AND HIS ADDRESS IS 5394
SW 119TH AVE., FT. LAUDERDALE, FL. 33330

ARTICLE 9
INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY TO THE FULLEST EXTENT PERMITTED BY FLORIDA STATUTE 607.014, AS MAY BE AMENDED FROM TIME TO TIME ANY DIRECTOR OR OFFICER OF THE CORPORATION WHO IS A PARTY OR IS THREATENED, PENDING OR COMPLETED ACTION OR SUIT BROUGHT AGAINST SAID OFFICER OR DIRECTOR IN THEIR OFFICIAL CAPACITY. THIS

CORPORATION SHALL NOT INDEMNIFY ANY DIRECTOR OR OFFICER IN ANY ACTION OR SUIT, THREATENED, PENDING OR COMPLETED, BROUGHT BY HIM AGAINST THE CORPORATION. IN THE EVENT THE OFFICER OR DIRECTOR IS NOT THE PREVAILING PARTY, INDEMNIFICATION OF ANY OTHER PERSONS SUCH AS EMPLOYEES OR AGENTS OF THE CORPORATION, OR SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE, SHALL BE DETERMINED IN THE SOLE AND ABSOLUTE DISCRETION OF THE BOARD OF DIRECTORS OF THE CORPORATION. PURSUANT TO FLORIDA STATUTE 607.014(9), NO COURT ORDER INDEMNIFICATION SHALL, UNDER ANY CIRCUMSTANCES, BE PERMITTED.

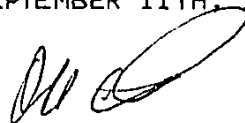
ARTICLE 10

THIS CORPORATION EXPRESSLY ELECTS NOT TO BE GOVERNED BY FLORIDA
STATUTE 607.018, AS AMENDED FROM TIME TO TIME, RELATING TO
AFFILIATED TRANSACTIONS.

ARTICLE 11
CONTROL SHARE ACQUISITIONS

THIS CORPORATION EXPRESSLY ELECTS NOT TO BE GOVERNED BY FLORIDA
STATUTE 607.109, AS AMENDED FROM TIME TO TIME, RALATING TO
CONTROL SHARE ACQUISITIONS.

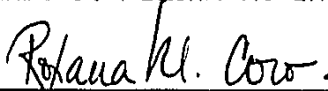
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED
FOREGOING ARTICLES OF INCORPORATION OF SEPTEMBER 11TH, 1997



ORLANDO C. PIEDRA, INCORPORATOR

STATE OF FLORIDA)
)
) SS
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME ON THIS 11TH
DAY OF, SEPTEMBER 1997 BY ORLANDO C. PIEDRA AS INCORPORATOR.



NOTARY PUBLIC
STATE OF FLORIDA



ROXANA M. COCO
COMMISSION # CC369036
EXPIRES MAY 12, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

MY COMMISSION EXPIRES: _____

I, ORLANDO C. PIEDRA, AM FAMILIAR WITH AND ACCEPT THE DUTIES
AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

[Handwritten Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA