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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: NEW-SAND CORP.

AUDIT NUMBER......H97000017135

DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A. 4

CERT. OF STATUS..1 PAGES....... 3

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TALLAHASSEE, FLORIDA

B. McKnight OCT 1 5 1997

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ARTICLES OF INCORPORATION
OF

NEW-SAND CORP.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: NEW-SAND CORP.

The principal place of business of this corporation shall be:

5414 N.E. 22nd Terrace #5, Ft. Lauderdale, Fl. 33308

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 shares at $1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DANIEL ARENAS PRESIDENT
9042 S.W. 142 Ave.
204
Miami, Florida 33186

CLARA NOWAK VICE PRESIDENT
5414 N.E. 22 Terr.
5
Ft. Lauderdale, Fl. 33308

Prepared By: DANIEL Arenas
9042 S.W. 142 Ave.
Miami, Fl. 33186 (305) 380-8310

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TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

DANIEL ARENAS 9042 S.W. 142 Ave. # 204, Miami, Fl. 33186

CLARA NOWAK 5414 N.E. 22 Terr. # 5, Ft. Lauderdale, Fl. 3308

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15th, day of OCT., 1997.

Signature(s) of Incorporator(s)

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

NEW-SAND CORP.

2. The name and address of the registered agent and office is:

CLARA NOWAK 5414 N.E. 22nd Terrace # 5

(P.O. BOX NOT ACCEPTABLE)

Ft. Lauderdale, Florida 33308

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE ______

TITLE Vice President

DATE OCT. 15th, 1997

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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE ______

DATE OCT. 15th, 1997

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