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October 17, 1997

VIA FEDERAL EXPRESS

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Building-An-Empire Investments, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation along with a money order number 02-136952477 in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Ch. 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, Federal Express envelope.

Very truly yours,

Patricia D. Davis
Patricia D. Davis
Legal Assistant

PDD
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 11:35

10/21/97

ARTICLES OF INCORPORATION

FOR

BUILDING-AN-EMPIRE INVESTMENTS, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 11:35

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

Building-An-Empire Investments, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

607 N.W. 132 Terrace
Plantation, Florida 33325

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1000 Shares Of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Robert Abcug
607 N.W. 132 Terrace
Plantation, Florida 33325

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Patricia D. Davis, Legal Assistant
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have two (2) directors, initially. The name and address of the initial members of the Board of Directors are:

Eugene Schroeder
607 N.W. 132 Terrace
Plantation, Florida 33325

Robert Abcug
607 N.W. 132 Terrace
Plantation, Florida 33325

ARTICLE VIII. OFFICERS

This corporation shall have two (2) officers, initially. The name, address and position of the initial officers are:

President and Secretary

Eugene Schroeder
607 N.W. 132 Terrace
Plantation, Florida 33325

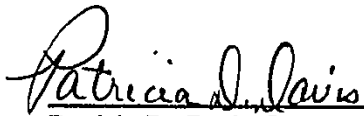
Vice President and Treasurer

Robert Abcug
607 N.W. 132 Terrace
Plantation, Florida 33325

ARTICLE IX. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned have executed these Articles of Incorporation this 17th day of October, 1997.


Patricia D. Davis, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 11:35

Pursuant to the provisions of section 607.0501 of the
Florida Statutes, the corporation, Building-An-Empire Investments, Inc., organized under the
laws of the State of Florida, submits the following statement in designating the registered
agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Robert Abcug
607 N.W. 132 Terrace
Plantation, Florida 33325

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.

Dated: October 17th, 1997.


Robert Abcug