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ADORNO & ZEDER  
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE  
SUITE 1600  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 858-5555  
WORLD WIDE WEB <http://www.adorno.com>

January 6, 1998

FACSIMILE  
(305) 858-4777

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

800002393468--2  
-01/08/98--01015--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: TOP GRADE CONSTRUCTION, INC.

Dear Sir/Madam:

Enclosed please find two originally executed copies of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy of one of the originals thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

*Justin T. Wilson*  
Justin T. Wilson  
Legal Assistant

FILED  
98 JAN -8 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

encl.

JTW/C.LTRCOV/133789/11337.015

**ARTICLES OF INCORPORATION**  
**OF**  
**TOP GRADE CONSTRUCTION, INC.**

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

Top Grade Construction, Inc. (the "Corporation")

**ARTICLE II**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock with a par value of \$0.01 per share.

**ARTICLE V**

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Bennett M. Lifter  
18425 N.W. 2nd Avenue  
Miami, Florida 33169

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Bennett M. Lifter  
18425 N.W. 2nd Avenue  
Miami, Florida 33169

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

#### ARTICLE VII

The name and address of the Incorporator of the Corporation is:

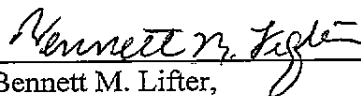
Bennett M. Lifter  
18425 N.W. 2nd Avenue  
Miami, Florida 33169

#### ARTICLE VIII

The principal business address and mailing address of the Corporation shall be:

18425 N.W. 2nd Avenue  
Miami, Florida 33169

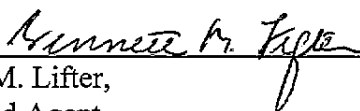
Executed at Miami, Florida this 26 day of December, 1997.

  
Bennett M. Lifter,  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Top Grade Construction, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 26 day of December, 1997.

  
Bennett M. Lifter,  
Registered Agent

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