

Ulises Lopez
5822 W. 3rd Ave.
Hialeah, FL
33012

P98000016886

Hialeah, Florida, February 18, 1998

DIVISION OF CORPORATIONS
P O Box 6327,
Tallahassee, FL 32314

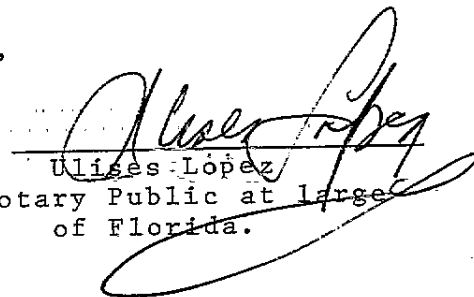
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Dear Sir:

Attached I am sending two copy of Articles
o Incorporation from WATER EDGE CONSTRUCTION INC, and
Ck for \$126.50 covering fee for filing.

Should you have questions regarding corporations
please contact us at the address given below.

Sincerely,


Ulises Lopez
Notary Public at Large
of Florida.

cc: file
extra

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CB
2-20-98

**ARTICLES OF INCORPORATION
of
WATER EDGE CONSTRUCTION INC.**

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98 FEB 20 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is WATER EDGE CONSTRUCTION INC.

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares of no par value stock.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jose M. Gonzalez
9725 S.W. 62nd. Street.
Miami, Florida. 33173-1405

Mailing address: P.O Box 832318, Miami, Fl. 33283-2318

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

ZOE GONZALEZ
9725 S.W. 62nd Street
Miami, FL 33173-1405

JOSE M. GONZALEZ
9725 N.W. 62nd Streetm
Miami, FL 33173-1405

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 2 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

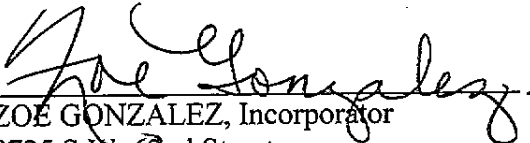
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII
OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Certification

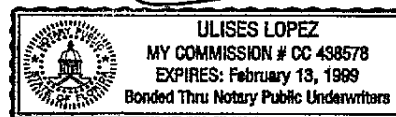
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


ZOE GONZALEZ, Incorporator
9725 S.W. 62nd Street
Miami, , FL 33173-1405

State of Florida, County of DADE, ss:

Subscribed and sworn to (or affirmed) before me this 17st day of February 1998.


Notary Public



CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENCE AND REGISTERED AGEN (S)

In Pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First.- That WATER EDGE CONSTRUCTION INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami, Dade County, State of Florida has named:

Jose Manuel Gonzalez

Agent (s) and 9725 S.W. 62nd Street, Miami, Florida, Dade County 33173-1405, as its Resident and Registered Office.

Second.- That said Resident and Registered Agent (s), having been named to accept service of process for the above stated - Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.


Jose Manuel Gonzalez
Resident and Registered Agent

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA