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ACCOUNT NO. : 072100000032

REFERENCE : 719745 4312767

AUTHORIZATION :

Patricia Pzyk

COST LIMIT : \$ 122.50

ORDER DATE : February 25, 1998

ORDER TIME : 2:48 PM

ORDER NO. : 719745-005

000002441040--9

CUSTOMER NO: 4312767

CUSTOMER: Donald Klein, Esq.
KLINE MOORE & KLEIN

Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: SOUTH BEACH IRONWORKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 8:12

RECEIVED
98 FEB 25 PM 4:21
DIVISION OF CORPORATIONS

g 2/26/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 8:12

ARTICLES OF INCORPORATION
OF
SOUTH BEACH IRONWORKS, INC.

I.

The name and address of this corporation are: SOUTH BEACH IRONWORKS, INC., c/o Kline, Moore & Klein, P.A., 2665 South Bayshore Drive, Suite 903, Coconut Grove, Florida 33133.

II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

III.

This corporation is organized for the following purposes: To engage in the transaction of any and all lawful business whatsoever.

IV.

This corporation is authorized to issue Three Thousand (3,000) shares of One (\$1.00) Dollar par value common stock.

V.

The street address of the initial registered office of this corporation is: c/o Kline, Moore & Klein, P.A., 2665 South Bayshore Drive, Suite 903, Coconut Grove, Florida 33133, and the name of the initial registered agent of this corporation at that address is: DONALD M. KLEIN.

VI.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation shall be:

DAVID L. SEXTON
1130 11th Street
Apt. No. 7-C
Miami Beach, Florida 33139
2871 Oak Avenue

IRENE R. BRANDON
2130 Bay Avenue
Sunset Island No. 4
Miami Beach, Florida 33140
2871 Oak Avenue

SUSAN B. ROTHCHILD
3165 Pine Tree Drive
Miami Beach, Florida 33140

VII.

The name and address of the person signing these Articles are:

DONALD M. KLEIN
c/o Kline, Moore & Klein, P.A.
2665 South Bayshore Drive
Suite 903
Coconut Grove, Florida 33133

VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

X.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

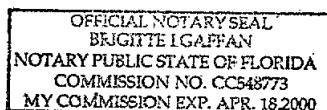
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 24th day of February, 1998.

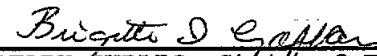

DONALD M. KLEIN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared DONALD M. KLEIN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of February, 1998.




NOTARY PUBLIC, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First that SOUTH BEACH IRONWORKS, INC., desiring to organize
under the laws of the State of Florida, with its registered office,
as indicated in Articles of Incorporation has named DONALD M.
KLEIN, located at c/o Kline, Moore & Klein, P.A., 2665 South
Bayshore Drive, Suite 903, Coconut Grove, Florida 33133, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, the
undersigned hereby accepts to act in this capacity, and agrees to
comply with the provisions of said Act relative to keeping open
said office.


DONALD M. KLEIN

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SECRETARY OF STATE
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