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LAW OFFICES OF

*Richard B. Austin*

POST OFFICE BOX 830310  
MIAMI, FLORIDA 33283-0310

FILE NO:

May 21, 1998

FILED  
98 MAY 26 AM 8:34  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TELEPHONE 902-0036  
FAX 902-308

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314-6327

Re: Polito & Ferro Holdings, Inc. - Incorporation

Ladies & Gentlemen:

Enclosed please find the original and a copy of the proposed articles of incorporation for the captioned organization.

Please process and file at your earliest convenience.

In connection with filing of these articles I enclose my Law Account check No.25429 payable to the order of the Secretary of State in the amount of \$122.50 representing payment of the filing fee, registered agent designation and the cost of a certified copy of the articles of incorporation.

Please return to the post office box listed in the letterhead.

Very truly yours,



RICHARD B. AUSTIN

RBA:jb

Encls.: (3)

cc: Paul J. Polito, President

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F. CHESSEY MAY 28 1998

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OF  
POLITO & FERRO HOLDINGS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

POLITO & FERRO HOLDINGS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

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

One Hundred (100) shares of common stock having a par value of Ten (\$10.00) Dollars per share.

ARTICLE IV - INITIAL STOCK

The amount of capital with which this corporation will begin business is:

Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is Suite 300 Rochester Building, 8390 N.W. 53rd Street, Miami, Florida (Dade County) Zip Code is 33166. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) director initially, and never more than twelve (12) directors. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Director-President-Secretary; Paul J. Polito, 4101 Ravenswood Road, Suite 130A, Dania, FL 33312

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Transaction which would be in violation of  
statutory law applicable.

The Board of Directors in hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### ARTICLE XI

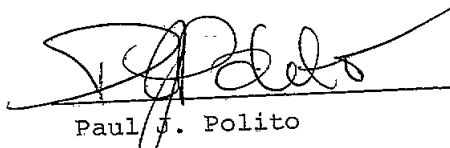
The corporation shall indemnify any director, officer or employee or any former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a part by reason of being or having been such a director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The corporation may also reimburse to any director, officer or employee the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any By-Law agreement, vote of shareholders, or otherwise.

#### ARTICLE XII - RESIDENT AGENT

The resident agent to accept service of process on behalf of the corporation shall be:

Paul J. Polito  
4101 Ravenswood Road, Suite 130A  
Dania, FL 33312

AGREED AND CONSENTED TO:



Paul J. Polito

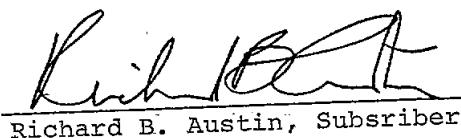
#### ARTICLE XIII - REGISTERED OFFICE AGENT

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

Paul J. Polito  
4101 Ravenswood Road, Suite 130A  
Dania, FL 33312

#### ARTICLE XIV - AMENDMENTS

The Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder meeting by three-fourths of the stock entitled to vote thereon.



Richard B. Austin, Subscriber

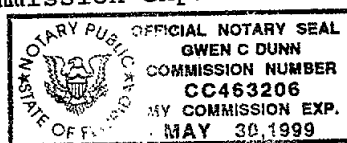
STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgments in the State and County of aforesaid, personally appeared RICHARD B. AUSTIN, to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation, and he (they) acknowledged before me that he (they) subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 12th day of May, 1998.

Gwen C. Dunn (SEAL)  
Notary Public  
State of Florida at Large  
My Commission expires:



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98 MAY 26 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA