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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-05/29/98-01033-024

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DIVERSIFIED CONSTRUCTION MANAGEMENT
(Corporation Name) (Document #)
2. SERVICES CORP. INC.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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98 MAY 29 AM 11:19

98 MAY 29 PM 2:56

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIVERSIFIED CONSTRUCTION MANAGEMENT SERVICES CORP.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is DIVERSIFIED CONSTRUCTION MANAGEMENT SERVICES CORP.

ARTICLE 11
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business as follows:

1. Diversified construction management control services.
2. Value Engineering/Cost, containment control services.
3. Life cycle cost analysis/change order analysis.

4. ARCHITECTURAL CONSTRUCTION MANAGEMENT: This class of work is defined as the administration and management construction of single or multiple construction/installation contracts for architectural projects.

Abe A. Bailey, Esquire
Florida Bar No. 0480398
ABE A. BAILEY, P.A.
18350 N.W. 2nd Avenue, 5th Floor
Miami, Florida 33169
(305) 653-8860/61

The work also includes the inspections and certification of the construction of architectural and engineering elements of projects. Services will generally include the development of comprehensive management systems for pre-construction and post-construction activities, which may include: identification of potential problems, utilities coordination, inspection of all stages of the construction/installation scheduling and cost estimation, claims review and statement shop drawing review and approval for conformity inspection reporting and documentation services and preparation and submittal of owners punch lists as built plans verification, record drawings verification and close-out documents, assembly and coordination (arrangement of demonstration training).

5. ENGINEERING CONSTRUCTION MANAGEMENT: This class of work is defined as the administration of single or multiple construction/installation contracts for engineering projects. The work also includes the change order analysis, cost estimates controls, inspection and certification of the construction of engineering elements of projects such as civil structural, mechanical and electrical systems. Services will generally require the development of a comprehensive management system for pre-construction and post-construction activities, which may include: identification of potential problems, utility coordination, inspection of all stages of the claims review, shop drawing review and approval, inspection reporting and documentation, and preparation and submittal of punch lists, as built plans, record drawings and close-out documents.

ARTICLE 1V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

The name of the initial registered agent of this corporation is EMERSON BROWN. The street address of the initial registered office of the corporation in the State of Florida is 1431 N.W. 138th Street, Miami, Florida 33168 and the principal place of business of the corporation is 1431 N.W. 138th Street, Miami, Florida 33168.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have three (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

EMERSON B BROWN

1431 N.W. 138th Street
Miami, Florida 33168

JIMMIE ALLEN

5940 S.W. 73rd Street
Suite 201
S. Miami, Fl 33143

ARTICLE V11
INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is EMERSON B. BROWN, 1431 N.W. 138th Street, Miami, Florida 33168.

ARTICLE V111
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

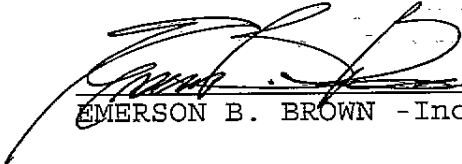
ARTICLE 1X
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this _____ day of _____, 1998.


EMERSON B. BROWN -Incorporator

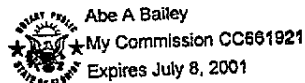
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29th
day of April, 1998 by EMERSON B. Brown as the Incorporator
of DIVERSIFIED CONSTRUCTION MANAGEMENT SERVICES CORP.
a Florida corporation, on behalf of
the corporation. He is personally known to me or has produced as
identification Drivers License and did (did not)
take an oath.



NOTARY PUBLIC (Signature)
State of Florida, at Large

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that DIVERSIFIED CONSTRUCTION MANAGEMENT SERVICES CORP.
desiring to organize or
qualify under the laws of the State of Florida with its principal
place of business at 1431 N.W. 138th Street, Miami, Florida 33168
has named EMERSON B. BROWN located at 1431 N.W. 138th Street,
Miami, Florida 33168 as its agent to accept service of process
within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at Place designated in this Certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper performance
of my duties.

Dated this 29th day of April, 1998.

By: 
EMERSON B. BROWN
Registered Agent

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98 MAY 29 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA