

7/09/98

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NAME: S. HYMAN CONSTRUCTION COMPANY, INC.

AUDIT NUMBER.....H98000012708

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1998

EMPIRE

SUBJECT: S. HYMAN CONSTRUCTION COMPANY, INC.
REF: W98000015597

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A double suffix is not acceptable, please remove either the word company or inc.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000012708
Letter Number: 898A00036697

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ARTICLES OF INCORPORATION

OF

S. HYMAN CONSTRUCTION, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is S. HYMAN CONSTRUCTION, INC. (the "Corporation").

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplies thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The corporation is authorized to issue 15,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 2931 Sheridan Avenue, #8, Miami, Beach, Florida 33140.

Preparer:

Betty Hyman, Esq.
353 West 47th Street, Suite 3F
Miami Beach, Florida 33140
Ph. (305) 531-3418
FL BAR NO. 0082100

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ARTICLE V

The street address of the Corporation's initial registered office is 2931 Sheridan Avenue, #8, Miami Beach, Florida 33140 and the name of the initial registered agent at such office is Shimon Hyman.

ARTICLE VI

The initial officers of the Corporation are as follows:

President : Shimon Hyman
Secretary: Shimon Hyman
Treasurer: Shimon Hyman

ARTICLE VII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another Corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Betty Hyman, Esq., 12260 SW 8th Street, Suite 224, Miami, Florida 33184.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 24 day of July, 1998.

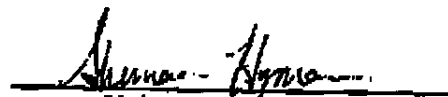
Betty Hyman
Betty Hyman

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


 Shimon Hyman

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