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GREGORY B. DICKENSON, ESQ.

PARALEGAL
VICKIE L. COMPTON

August , 1998

Florida Department of State
Corporate Division
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399 or 01

000002617020--9
-08/17/98--01021--018
***122.50 ***122.50

RE: Westchester Construction, Inc.

Dear Sirs:


Enclosed herein, please find an original executed Articles of Incorporation of Westchester Construction, Inc. and Original Certification Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served in the above referenced corporation. I have included a check for \$122.50 to cover the cost of the filing. Please file these documents and return a stamped copy, copy of which I have enclosed, in the postage paid envelope attached. If you have any questions, please do not hesitate to contact me.

Sincerely,


Gregory B. Dickenson

GBD/vlc

encl.


8/19/98

FILED
98 AUG 17 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
WESTCHESTER CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Westchester Construction, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this

corporation is 6215 Barbara Street, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent of this corporation is Francis P. Gruber, Jr., whose address is 6215 Barbara Street Palm Beach Gardens, Florida 33418. The corporation's principal office address and registered office address are the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws, but shall never be less than one (1) Director. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Francis P. Gruber, Jr.	6215 Barbara Street Palm Beach Gardens, FL 33418

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Francis P. Gruber, Jr.	6215 Barbara Street Palm Beach Gardens, FL 33418

ARTICLE IX - INDEMNIFICATION


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

law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of JULY, 1998.


Francis P. Gruber, Jr.

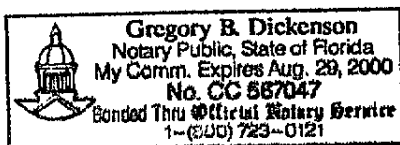
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, FRANCIS P. GRUBER, JR. known by me to be the person(s) or has produced n/a as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and that he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of JULY, 1998.


Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA; NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT WESTCHESTER CONSTRUCTION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BELLE GLADE, STATE OF FLORIDA, HAS NAMED FRANCIS P. GRUBER, JR., LOCATED AT 6215 Barbara Street, CITY OF Palm Beach Gardens, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Francis P. Gruber, Jr.

TITLE

President

DATE

7/30/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE 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.

SIGNATURE

Francis P. Gruber, Jr.
(Registered Agent)

Date

7/30/98

FILED
98 AUG 17 AM 9:45
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT