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MASTER OF LAWS (LL.M.) IN ESTATE PLANNING
WILLS, TRUSTS AND ESTATES
REAL ESTATE LAW

VIA FEDERAL EXPRESS

August 25, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/26/98--01060--012
****122.50 ****122.50

Re: All Miami Construction, Inc.

To whom it may concern:

Enclosed for filing are Articles of Incorporation and Certificate Designating Corporate Agent. Also enclosed is my trust account check for \$122.50. Please file the corporation and send me a certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Sincerely,

Richard P. Breger/RMS

Richard P. Breger

RPB/rms
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ALL MIAMI CONSTRUCTION, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ALL MIAMI CONSTRUCTION, INC. and the principal address of this corporation is c/o Bennett & Gruda, L.C., 13899 Biscayne Blvd., Suite 106, North Miami Beach, FL 33181.

Article II - Duration

This Corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue fifty (50) shares of no par value common stock which shall be designated "Common Shares". This corporation is not authorized to issue preferred shares.

Article V - Preferences, Limitations and Relative
Rights of Shares of Capital Stock

Section 1. Dividends

The holders of record of the Common Shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Rights upon Liquidation of Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Designation of Series

There shall exist no series in the issuance of the Common Shares authorized herein.

Article VII - Preemptive Rights

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Bennett & Gruda, L.C., 13899 Biscayne Blvd., Suite 106, North Miami Beach, FL 33181 and the name of the initial registered agent of this corporation at that address is Lester A. Gruda.

Articles IX - Initial Board of Directors

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is Victor Velazquez, c/o Bennett & Gruda, L.C., 13899 Biscayne Blvd., Suite 106, North Miami Beach, FL 33181.

Article X - Incorporators

The name and address of the person signing these Articles are Victor Velazquez, c/o Bennett & Gruda, L.C., 13899 Biscayne Blvd., Suite 106, North Miami Beach, FL 33181.

Article XI - By-Laws

The Power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article XII - Management of Corporation by
Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

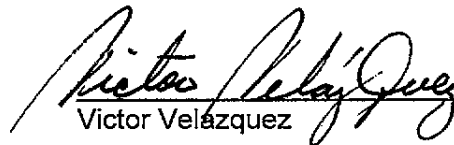
Article XIII - Indemnification

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

Article XIV - Amendment

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

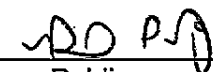
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of August, 1998.



Victor Velazquez

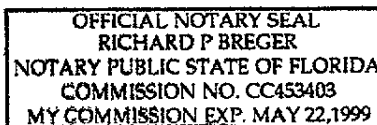
STATE OF FLORIDA)
 ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4 day of August, 1998, by Victor Velazquez, who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.



Notary Public

My Commission Expires:



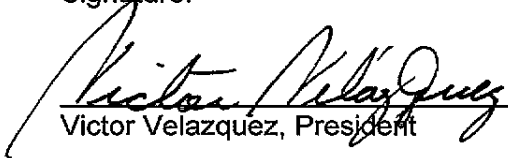
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ALL MIAMI CONSTRUCTION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at North Miami Beach, Florida, has named Lester A. Gruda, c/o Bennett & Gruda, L.C., 13899 Biscayne Blvd., Suite 106, North Miami Beach, FL 33181, as its agent to accept service of process within Florida.

Title: President

Signature:


Victor Velazquez, President

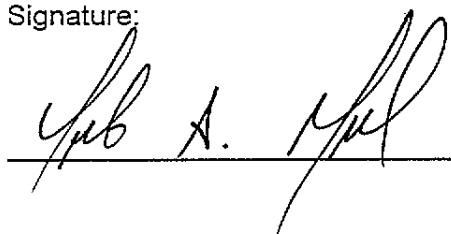
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TALLAHASSEE, FLORIDA

ACCEPTANCE

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 provisions of all statutes relative to the proper and complete performance of my duties.

Signature:


Lester A. Gruda

Date: 8/4/98