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OF COUNSEL

RENÉ SACASAS

August 31, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

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RE: J.J. WALSH CONSTRUCTION, INC. / INCORPORATION
OUR FILE NO: 98-869

Dear Sir or Madam:

Enclosed herewith you will find an original and two (2) copies of the Articles of Incorporation for the above-referenced entity, together with our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	\$ 35.00

Please return a certified copy to our office as soon as possible.

Very truly yours,

WELBAUM, GUERNSEY, HINGSTON,
GREENLEAF & GREGORY, L.L.P.

OLGA A. FERNANDEZ

OAF:mv

Enclosures

FILED
98 SEP -4 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-11-98
mm

ARTICLES OF INCORPORATION
OF
J.J. WALSH CONSTRUCTION, INC.

98 SEP -4 PM 8:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: J.J. WALSH CONSTRUCTION, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 2806 NE 37th Court, Ft. Lauderdale, FL 33308 and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this corporation shall be 901 Ponce de Leon Boulevard, Penthouse Suite, Coral Gables, FL 33134. The name of the initial registered agent of the corporation at the above address shall be Dan B. Guernsey, Esq.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: Olga L. Aleman-Fernandez, Esq., 901 Ponce de Leon Boulevard, Penthouse Suite, Coral Gables, FL 33134.

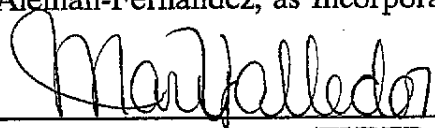
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set her hand and seal on this the 28th day of August, 1998.



OLGA L. ALEMAN-FERNANDEZ, Incorporator

STATE OF FLORIDA)
 : SS
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of J.J. WALSH CONSTRUCTION, INC. were acknowledged before me on this the 28th day of AUGUST, 1998 by Olga L. Aleman-Fernandez, as Incorporator, who is personally known to me.




(TYPED/PRINTED NAME OF NOTARY)
NOTARY PUBLIC - STATE OF FLORIDA AT LARGE

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for J.J. WALSH CONSTRUCTION, INC.
at the place designated in the Articles of Incorporation, 901 Ponce de Leon Boulevard,
Penthouse Suite, Coral Gables, FL 33134, Dan B. Guernsey, Esq. agrees to act in this
capacity and agrees and to comply with the provisions of §607.0505, Florida Statutes,
regarding the obligations of the position of Registered Agent.



DAN B. GUERNSEY, ESQ.

FILED
98 SEP -4 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA