

11/09/98

FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING SYSTEM
ELECTRONIC FILING COVER SHEET

9:35 AM

P 98 0000 95452

((H98000020813 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BORLAN CONSTRUCTION, INC.
AUDIT NUMBER.....H98000020813
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

Connect: 00:02:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:54

F. CHESSEB NOV 12 1998

25252



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 9, 1998

EMPIRE

SUBJECT: BORLAN CONSTRUCTION, INC.
REF: W98000025250

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:55

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.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX And. #: H98000020813
Letter Number: 898A00054252

H98000020813

FILED STATE
SECRETARY OF CORPORATIONS
98 NOV 12 PM 12:55

**ARTICLES OF INCORPORATION
of
BORLAN CONSTRUCTION, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is BORLAN CONSTRUCTION, INC..and the street address of corporation at:

9742 N.W. 31st Street
Miami Florida 33172-1015

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 10000 shares with a par value of \$1.00 per share.

Alejandro C. Constantino
728 SW 100th Court Circle
Miami Florida 33174
(305) 226-8644

H98000020813

4980000 20813

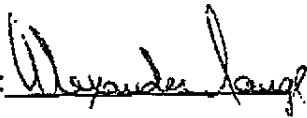
**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Alexander Lange
Borlan Construc tion, Inc.
9742 NW 31st Street
Miami Dade County
Miami, FL 33172-1015

I hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Accepted:



**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Gervasio Borbua
16172 SW 139th Court
Miami, FL 33177

Alexander Lange
9742 NW 31st Street
Miami, FL 33172-1015

Vielsa Lange
9742 NW 31st Street

4980000 20813

498000020813

Miami, FL 33172-1015

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

498000020813

98 NOV 12 PM 12:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H98000020813

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

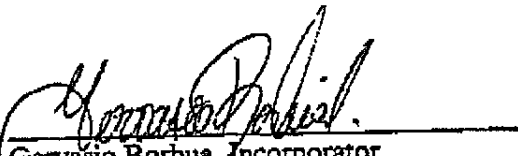
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Vielsa Lange, Incorporator
9742 NW 31st Street
Miami, FL 33172-1015



Gervasio Borbua, Incorporator
16172 SW 139th Court
Miami, FL 33177

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:55

State of Florida, County of Miami Dade, ss:

Subscribed and sworn to (or affirmed) before me this 31 day of October,
19 98.



Alejandro Cesar Constantino
Commission # CC 767955
Expires SEP. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public

H98000020813