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ATTORNEY AT LAW

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December 21, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002723541--4
-12/28/98--01098--002
****122.50 *****78.75


To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation of PEARL & ALLEN GENERAL CONTRACTORS, INC. and the Certificate of Registered Agent.

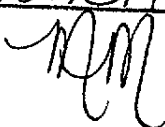
Also enclosed is a check in the amount of \$122.50 to cover filing fee, certified copy and the registered agent's fees.

Thank you for your attention to this matter.

Sincerely,


Manuel Zaiac, Esq.

Enclosures

Manny GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/p accept
DATE 12/31/98
DOC. EXAM. 12/31/98


FILED
98 DEC 28 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W29233

ARTICLES OF INCORPORATION

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

ARTICLE I

The name of this corporation shall be PEARL & ALLEN GENERAL CONTRACTORS, INC.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purpose of this corporation is for all types of construction activities and any other legal business purposes.

ARTICLE IV

This corporation is authorized to issue 5000 shares one dollar (\$1.00) par value common stock.

ARTICLE V

Section 1. Rights Upon Liquidation or Dissolution.-The assets of this corporation shall be payable to and distributed ratably among holders of record of the Common shares.

Section 2. Voting Rights.-Except as otherwise provide by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of record of the Common Shares.

ARTICLE VI

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

ARTICLE VII

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of the principal office of this, corporation is 300 Bayview Dr., Sunny Isles, FL 33160. APT # 506.

ARTICLE VIII

The street address of the initial registered agent is, and the name of the initial registered resident agent of this corporation at that address is: Allen Pearl, is 300 Bayview Dr., Sunny Isles, FL 33160. APT # 506.

ARTICLE IX

This corporation shall have 1 directors 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 names and addresses of the initial directors of this corporation are:

ALLEN PEARL . 300 Bayview Dr., Sunny Isles, FL 33160 APT # 506 .

ARTICLE X

The name and address of the person signing these articles ALLEN PEARL 300 Bayview Dr., Sunny Isles, FL 33160 APT # 506 .

ARTICLE XI

The power to adopt, alter, amend or repeal bylaws shall e vested in the Board of Directors and the shareholders.

ARTICLE XII

The approval of shareholders of this corporation to plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII

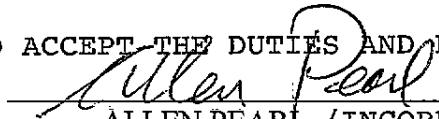
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

This corporation reserved the right to amend or repeal any provision contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator have executed these Articles of Incorporation this 21 day of December 1998.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT.



ALLEN PEARL / INCORPORATOR
REGISTERED AGENT

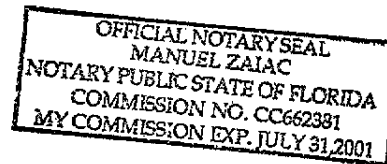
STATE OF FLORIDA >
COUNTY OF DADE >

Before me, the undersigned authority personally Appeared, ALLEN PEARL, who is personally known to me or who presented a Florida driver's license as identification and who did take an oath and is known to me to be the person who executed the foregoing articles of incorporation.

In witness whereof I have hereunto set my hand and fixed my official stamp, in the State of Florida and County of Dade.

Dated: 12-21-98


Manuel Zaiac



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TALLAHASSEE, FLORIDA