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STEVEN K. BAIRD, P.A.
716 Michigan Avenue, Suite 401
Miami, Florida 33139
(305) 674-1777

December 28, 1998

Via FedEx

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

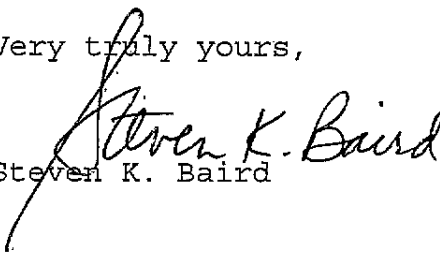
Re: Road Works, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the articles of incorporation for Road Works, Inc. Also enclosed is a check in the amount of \$78.75 for the filing fees for incorporation and for the registered agent designation, as well as for a certified copy of the articles of incorporation.

Please send the certified copy of the articles to the undersigned at the address above.

Very truly yours,


Steven K. Baird

cc: G. Eugene Dostie, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK DEC 31 1998

**ARTICLES OF INCORPORATION
OF
ROAD WORKS, INC.**

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

**ARTICLE I
NAME**

The name of the corporation shall be Road Works, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 844 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Steven K. Baird, Esq.
716 Michigan Avenue, Suite 401
Miami Beach, Florida 33139

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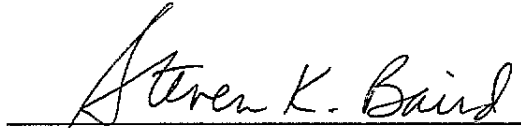
ARTICLE V
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Steven K. Baird
716 Michigan Avenue, Suite 401
Miami Beach, Florida 33139

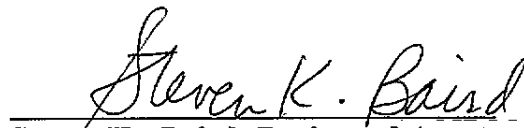
ARTICLE VI
INITIAL DIRECTORS

Initially the Corporation shall have two directors, who shall be G. Eugene Dostie, Jr., and Michael T. McCarthy, who shall serve until their successor(s) have been duly elected pursuant to the bylaws of the Corporation.


Steven K. Baird, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Steven K. Baird, Registered Agent
December 28, 1998

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