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A PROFESSIONAL ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEDERAL EXPRESS

November 28, 2000

FACSIMILE
(305) 858-4777

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

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

\$ 43.75

Arquitectura 2000, Inc.
Amended and Restated Articles of Incorporation

Ladies and Gentlemen:

Enclosed herein are the original Amended and Restated Articles of Incorporation on behalf of the captioned company, changing its registered agent and office, corporate address and corporate name to Central / Atlantic Construction Corp. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Amended and Restated Articles of Incorporation to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Amend + Restate + K
12-7-00
MS

Sincerely,



Margaret O.D. Ryder
Legal Assistant

MOR

cc: Augusto Menendez (w/encls)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARQUITECTURA 2000, INC.**

1. The name of this corporation is Arquitectura 2000, Inc., a Florida corporation (the "Corporation"), whose principal office address is 2103 Coral Way, Suite 201, Miami, Florida 33145.

2. The Articles of Incorporation of Arquitectura 2000, Inc., filed March 2, 1999, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Central / Atlantic Construction Corp. Its principal office address and business mailing address is 2103 Coral Way, Suite 502, Miami, Florida 33145.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V -
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be 2103 Coral Way, Suite 502, Miami, Florida 33145, and the registered agent of this Corporation at such office shall be Husni R. Abdelhadi, who upon accepting this designation agrees to comply with the provisions of Chapters

48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

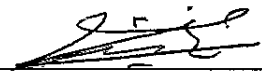
The Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the Board of Directors is:

<u>Name</u>	<u>Address</u>
Husni R. Abdelhadi	2103 Coral Way Suite 502 Miami, Florida 33145

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Company at the place designated in the Amended and Restated Articles of Incorporation, Husni R. Abdelhadi agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: November 10, 2000

✓ 
Husni R. Abdelhadi

3. The foregoing Amended and Restated Articles of Incorporation was adopted by the sole Director of the Company, before the issuance of any stock, on November 7, 2000, by written consent of such sole Director.

4. None of the Corporation's 500 shares of common stock, par value \$1.00 per share, have been issued as of this date and as of the date of the adoption of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 10th day of November, 2000.

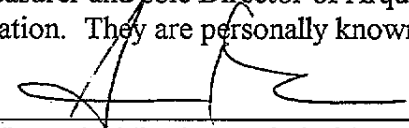
Arquitectura 2000, Inc.

By: 

Rene Dago, Jr. President, Secretary,
Treasurer and Sole Director

STATE OF FLORIDA)
)
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 10th day of November, 2000 by Rene Dago, Jr., the President, Secretary, Treasurer and sole Director of Arquitectura 2000, Inc., a Florida corporation, on behalf of the Corporation. They are personally known to me.


Notary Public, State of Florida

JUAN A. TURRO (Print Name)

My Commission Expires: MARCH 26 / 2004 (SEAL)

