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Gentlemen:

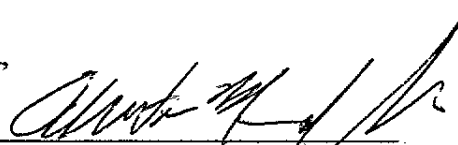
Enclosed will find check in the amount of \$78.75 (seventy eight dollars and .75/100) in order to file articles of Incorporation for Superior Maintenance & TurnKey, Inc.

Please return filed Articles to Alberto Miranda, Jr. at 8267 Severn Dr. Unit: A Boca Raton FL 33433

If there are any questions do not hesitate to call at (561) 470-0987

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-04/21/99--01047--021
*****78.75 *****78.75

Thank you,


Alberto Miranda, Jr.

Alberto's wife HAVE
AUTHERIZATION TO PHONE TO
CORRECT Name
DATE 4/23/99
DOC. EXAM. MM

FILED
99 APR 21 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MM 4/23/99

**ARTICLE OF INCORPORATION
OF**

Superior Maintenance & Turnkey, Inc.

ARTICLE I - NAME

The name of this corporation shall be:
Superior Maintenance & Turnkey, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of Business and mailing address of this corporation shall be:
8267 Severn Dr. Unit: A
Boca Raton Fl, 33433

ARTICLE III - SHARES

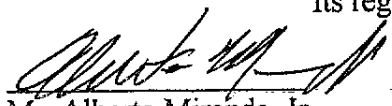
The maximum number of shares of stock that this corporation is authorized to issue at any time is 60 common non par value shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered office address for this corporation in the State of Florida will be:

8267 Severn Dr. Unit:A
Boca Raton Fl, 33433

Its registered agent: Alberto Miranda, Jr.


Mr. Alberto Miranda, Jr.

ARTICLE V - INCORPORATOR

NAME
Alberto Miranda, Jr.

ADDRESSES
8267 Severn Dr. Unit:A
Boca Raton Fl, 33433


Mr. Alberto Miranda, Jr.

The corporation retains the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

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ARTICLE VI - NATURE OF BUSINESS

This corporation may engage in the transaction of any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE VII - DIRECTOR

This corporation shall have 1 Director initially. the number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer of the corporation and any person who serves at the request of this corporation, as director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, of by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote threat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The name and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of shareholder and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death are:

NAME	ADDRESSES
Alberto Miranda, Jr. President Secretary Treasurer	8267 Severn Dr. Unit:A Boca Raton Fl, 33433

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation are:

NAME	ADDRESS
Alberto Miranda, Jr. President Secretary Treasurer	8267 Severn Dr. Unit:A Boca Raton Fl, 33433

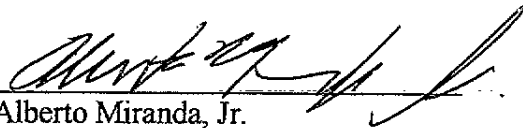
ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these articles of Incorporation, this 12th April 1999.

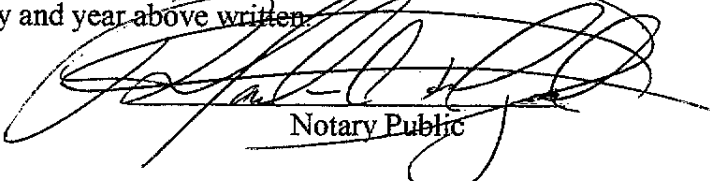


Alberto Miranda, Jr.
President/Treasurer/Secretary


STATE OF FLORIDA)
COUNTY OF DADE) ss:

I HEREBY CERTIFY, that on this 12th April 1999 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, Albert Miranda, Jr. to be the person who executed the foregoing Articles of Incorporation and acknowledged that he signed and executed the same for the uses and purposes there in stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, the day and year above written.

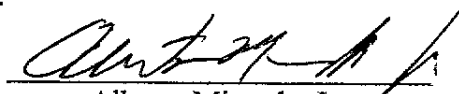


Notary Public

 Marta C Delgado
My Commission CC817204
Expires March 14, 2003

CERTIFICATE OF DESIGNATED REGISTERED AGENT/REGISTERED OFFICE

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.



Alberto Miranda, Jr.
8267 Severn Dr. Unit:A
Boca Raton Fl, 33433

Alberto Miranda, Jr.
8267 Severn Dr. Unit:A
Boca Raton Fl, 33433

April 12, 1999

Department of State
Division Of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Fl 32314

FILED
99 APR 21 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA