



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 261752 4301938

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 3, 1999

ORDER TIME : 8:38 AM

ORDER NO. : 261752-005

CUSTOMER NO: 4301938

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CUSTOMER: Diane Schmierer, Legal Asst
ROGERS & WELLS LLP
ROGERS & WELLS LLP
8th Floor
200 Park Avenue
New York, NY 10166

DOMESTIC FILING

NAME: CONTINENTAL FLORIDA MATERIALS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED
99 JUN -4 PM 1:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-4
WS

ARTICLES OF INCORPORATION

OF

CONTINENTAL FLORIDA MATERIALS, INC.

FILED
99 JUN -11 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation (hereinafter called the "Corporation") is Continental Florida Materials, Inc.

SECOND: The street address of the principal office of the Corporation is 6600 N. Andrews Avenue, Suite 200, Fort Lauderdale, FL 33309. The mailing address of the Corporation is same as above.

THIRD: The number of shares that the Corporation is authorized to issue is one hundred (100), all of which are of a par value of \$.01 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Paul M. Hopkins

c/o Rogers & Wells LLP
200 Park Avenue
New York, New York 10166

SIXTH: The purposes for which the Corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

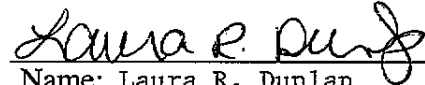
Signed on June 2, 1999

CONTINENTAL FLORIDA MATERIALS, INC.


Paul M. Hopkins, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 
Name: Laura R. Dunlap
Title: Assistant Vice President

Date: June 4, 1999

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TALLAHASSEE, FLORIDA
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