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MAY, MEACHAM & DAVELL

A PROFESSIONAL ASSOCIATION
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NATIONS BANK TOWER, SUITE 2602
ONE FINANCIAL PLAZA

FORT LAUDERDALE, FLORIDA 33304-1697

PAUL M. MAY
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*ALSO ADMITTED IN GEORGIA

September 12, 1997

Florida Department of State
Division of Corporations
1409 East Gaines Street
Tallahassee, Florida 32301

7000P2292907--2

-09/15/97--01085--014
****122.50 ****122.50

Re: Articles of Incorporation for **MM&D PROPERTIES, INC.**

Gentlemen and/or Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for **MM&D PROPERTIES, INC.**, along with our check in the amount of \$122.50, representing the filing fee, etc.
Also enclosed please find the Designation of Registered Agent.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,



PAUL M. MAY
For the Firm

PMM/pb

Enclosures

FILED
97 SEP 15 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL SEP 17 1997

**ARTICLES OF INCORPORATION
OF
MM&D PROPERTIES, INC.**

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97 SEP 15 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MM&D PROPERTIES, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation is One Financial Plaza, Suite 2602, Fort Lauderdale, Florida 33394.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

Paul M. May

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Paul M. May

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

Robert C. Meacham

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

William C. Davell

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Paul M. May
President

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

Robert C. Meacham
Vice-President
Secretary

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

William C. Davell
Vice-President

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

ARTICLE IX - BYLAWS

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

ARTICLE X - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of September, 1997.


PAUL M. MAY

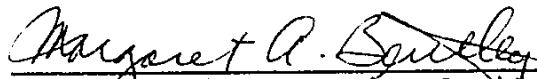

ROBERT C. MEACHAM


WILLIAM C. DAVELL

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared Paul M. May, Robert C. Meacham, and William C. Davell, to me known and known to me to be the persons described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 11th day of September, 1997 by Paul M. May, Robert C. Meacham, and William C. Davell, who are personally known to me or who produced the following identification _____.


Notary Public, State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That MM&D PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named Paul M. May, One Financial Plaza, Suite 2602, Fort Lauderdale, Florida 33394, as its registered agent to accept service of process within this state.



PAUL M. MAY
Registered Agent

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97 SEP 15 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA