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ACCOUNT NO. : 072100000032

REFERENCE : 994964 7131960

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 78.75

ORDER DATE : October 13, 1998

ORDER TIME : 4:33 PM

ORDER NO. : 994964-005

CUSTOMER NO: 7131960

CUSTOMER: Robert F. Rogers, Esq
ROBERT F. ROGERS
ROBERT F. ROGERS
98 Vineyards Boulevard

Naples, FL 34119

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 11:49

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DOMESTIC FILING

NAME: MRBD, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
MRBD, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

MRBD, INC.

The address of the principal office of the corporation shall be 98 Vineyards Boulevard, Naples, Florida 34119, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum 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 having a one cent (\$.01) par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 98 Vineyards Boulevard, Naples, Florida 34119, and the name of the initial registered agent of the corporation at that address is Robert F. Rogers.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall initially have four Directors. The names and addresses of the initial members of the Board of Directors are:

Michael Procacci 98 Vineyards Boulevard
Director Naples, Florida 34119

Ron Rose 210 Monterey Drive
Director Naples, Florida 34119

Beryl Pascavis 6611 Glen Arbor Way
Director Naples, Florida 34119

Dan Neviasher 5890 Via Lagano
Director Naples, Florida 34108

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael Procacci 98 Vineyards Boulevard
President Naples, Florida 34119

Robert F. Rogers 98 Vineyards Boulevard
Vice President, Treasurer Naples, Florida 34119
and Secretary

ARTICLE VIII. SPECIAL PROVISION


This corporation shall be organized to comply with the provisions of Subchapter "S" of the Internal Revenue Code U.S.C. 1361 et seq., and shall take all actions necessary to obtain and maintain its status as an "S" Corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Robert F. Rogers, Esquire
98 Vineyards Boulevard
Naples, Florida 34119

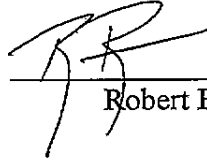
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8th
day of October, 1998.



Robert F. Rogers

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Robert F. Rogers, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Robert F. Rogers

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