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HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW

SUITE 401

2200 CORPORATE BOULEVARD, N.W.

DOCA HATON, FLORIDA 33431

TELEPHONE: 407-997-8823

TELECOPIER: 407-997-8824

ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYNA B. MEHR
LAWRENCE J. MILLER

LAINIE J. SIMON
LINDA ORTIZMAN

March 14, 1996

* DENVER BARRED MARITAL AND FAMILY LAW
FELLOW AMERICAN ACADEMY MATRIMONIAL LAWYERS

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: M & N INVESTMENT INC.

900001749013
-03/19/96--01066--004
***122.50 ***122.50

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By: *Judy Linskey*
Judy Linskey
Legal Assistant

JML
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 MAR 18 AM 9:20
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GB 3/22/96

ARTICLES OF INCORPORATION
FOR
M & N INVESTMENT INC.

FILED
96 MAR 18 AM 9:20
STATE OF FLORIDA
TALLAHASSEE

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **M & N INVESTMENT INC.**

1. The name of the corporation is **M & N INVESTMENT INC.**
2. The principal office of the corporation is:

2480 N. E. 46th Street
Lighthouse Point, FL 33064

3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

6. The number of directors constituting the initial board of directors is One (1) and his name and address is:

<u>Name</u>	<u>Address</u>
MICHAEL SALIMBENE	2480 N.E. 46th Street Lighthouse Point, FL 33064

7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	Suite 401 2200 Corporate Boulevard, N.W. Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be the date of filing of these Articles of Incorporation with the Department of State.

Executed and subscribed at Boca Raton, Palm Beach County, Florida on March 13, 1996.

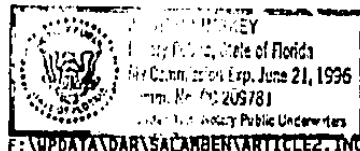
HCRM Corp., as Incorporator

By: *David A. Riggs*
David A. Riggs, Vice President

STATE OF FLORIDA)
 : SS.:
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of M & N INVESTMENT INC. were acknowledged before me by DAVID A. RIGGS, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 13th day of March, 1996, on behalf of HCRM Corp.

Judith Linskey
Notary Public
My commission expires: JUDITH LINSKEY
Printed Name:



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Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of M & N INVESTMENT INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By:

David A. Riggs
DAVID A. RIGGS, Vice President

STATE OF FLORIDA)
 : SS.:
COUNTY OF PALM BEACH)

The foregoing Acceptance of Registered Agent was acknowledged before me by David A. Riggs, as Vice-President of HCRM Corp., who is personally known to me and who did not take an oath, on this 13th day of March, 1996, on behalf of the Corporation.

Judith Linskey
Notary Public
My commission expires: JUDITH LINSKEY
Printed Name:



96 MAR 18 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA