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MICHAEL R. MILLER
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TURNBERRY PLAZA - SUITE 1113
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MICHAEL R. MILLER
MEMBER NEW YORK
LOUISIANA & FLORIDA BARS

TELEPHONE: (305) 381-1111
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 03 AM 10:23

17 July 1996

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

30000018011868
-07/23/96--01053--015
*****87.50 *****87.50

Re: The Biscayne Development Corporation

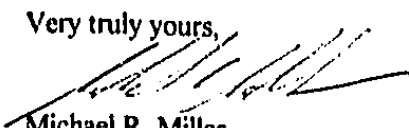
Gentlemen;

Enclosed please find the original and copy of the Articles of Incorporation for the above captioned firm. Please file the original, certify the copy and return same to this office.

Enclosed is a check for \$87.50 to cover the cost of filing, registration of the agent and certification of the copy.

Thanking you for this and previous courtesies, I am,

Very truly yours,


Michael R. Miller
Senior Counsel

MRM:lg

Enclosures

MICHAEL R. MILLER GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corporate name
DATE 9-3-96
GCC. EXAM. MC

MC SEP 3 1996

V72317

W-96-15506

759-502-671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1996

MICHAEL R. MILLER, ESQ.
TURNBERRY PLAZA
2875 NORTHEAST 191ST ST., SUITE 813
MIAMI, FL 33180

SUBJECT: THE BISCAYNE DEVELOPMENT CORPORATION
Ref. Number: W96000015506

We have received your document for THE BISCAYNE DEVELOPMENT CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Neysa Culligan
Document Specialist

Letter Number: 996A00035634



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1996

MICHAEL R. MILLER, ESQ.
TURNBERRY PLAZA
2875 NORTHEAST 191ST ST., SUITE 813
MIAMI, FL 33180

SUBJECT: CORPORATION BISCAYNE
Ref. Number: W96000015506

We have received your document for CORPORATION BISCAYNE and your check(s) totalling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Neysa Culligan
Document Specialist

Letter Number: 996A00035634

ARTICLES OF INCORPORATION

CORPORATION MARIE

ARTICLE I - NAME

The name of this Corporation is Marie Corporation of Aventura

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is formed for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue Five Thousand (5,000) Shares of Capital Stock with a par value of Ten (\$10.00) Dollars each share, such shares to be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 2785 N.E. 183rd Street, Aventura, Florida 33160, and the name of the initial registered agent at that address is Marie A. Dicowden, Ph.D.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one but not more than five (5) directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Marie A. Dicowden, Ph.D.
2785 N.E. 183rd Street
Aventura, Florida 33160

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator signing these Articles is: Marie A. Dicowden, Ph.D., 2785 N.E. 183rd Street, Aventura, Florida 33160.

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DIVISION OF CORPORATIONS
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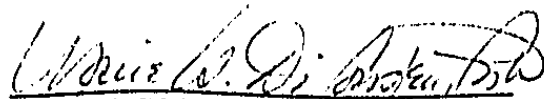
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of August, 1996.


MARIE A. DICOWDEN, PH.D.
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY
BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

Marie Corporation of Aventura
FIRST that desiring to organize under the laws of the State of Florida,
with its principal place of business at 2785 N.E. 183rd Street, Aventura, Florida 33160 has
named MARIE A. DICOWDEN, PH.D., located at 2785 N.E. 183rd Street, Aventura, Florida
33160, as its agent to accept service of process within Florida.

Dated: 8-37-76

Marie A. Dicowden, PH.D.
INCORPORATOR

Having been named to accept service of process for the above named corporation, at the place
designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to this proper performance of my duties.

Marie A. Dicowden, PH.D.
MARIE A. DICOWDEN, PH.D.
Registered Agent

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SECRETARY OF STATE
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