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FLORIDA DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MSE PROPERTIES, INC.

FAX AUDIT NUMBER: H95000001625

CURRENT STATUS: REQUESTED

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ARTICLES OF INCORPORATION  
OF  
MSE PROPERTIES, INC.

Name

The name of this Corporation shall be MSE PROPERTIES, INC.

Principal Office

The principal place of business and mailing address of the corporation shall be 520 N.W. 165th Street Road, Suite 102, Miami, Florida 33169.

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$1	Voting Common

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 520 N.W. 165th Street Road, Suite 102, Miami, Florida 33169 and the name of the initial registered agent of this Corporation at that address is Marc S. Einbinder.

Initial Board of Directors

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

None

The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

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William J. Segal, Esq.  
William J. Segal, P.A.  
20801 Biscayne Blvd., Suite 304  
Aventura, Florida 33180  
(305) 682-1110  
Florida Bar No.: 261221

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TALLAHASSEE, FLORIDA

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Incorporator/Subscriber

The names and addresses of the persons signing these articles are:

Marc S. Einbinder

520 N.W. 165th Street Road  
Suite 102  
Miami, Florida 33169

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

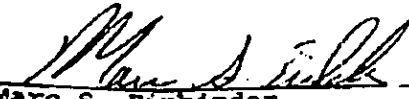
Indemnification

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 9th day of February, 1995.

  
\_\_\_\_\_  
Marc S. Einbinder,  
Incorporator/Subscriber

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Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

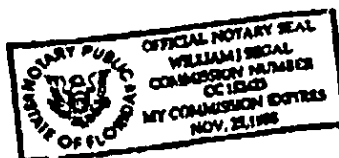
Dated: February 9, 1995

Marc S. Einbinder  
Marc S. Einbinder, Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 9th day of February, 1995, by Marc S. Einbinder as Incorporator/Subscriber and by Marc S. Einbinder as Registered Agent.

William J. Seal  
NOTARY PUBLIC, State of Florida  
Print Name: William J. Seal  
My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_



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