

FEB. -27' 95 (MON) 11:51 RUBIN BAUM & LEVIN

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
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2500 SE FINANCIAL CENTER  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MW-VANDERBILT, INC.

FAX AUDIT NUMBER: H95000002261

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/27/1995

TIME REQUESTED: 10:26:33

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075350000132

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Fax Audit No. 9541- 2261

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**ARTICLES OF INCORPORATION  
OF  
MW-VANDERBILT, INC.**

**ARTICLE I -- NAME**

The name of this corporation is MW-VANDERBILT, INC.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

2665 South Bayshore Drive, Suite 202  
Miami, Florida 33133.

**ARTICLE III -- PURPOSE**

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

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

2665 South Bayshore Drive, Suite 202  
Miami, Florida 33133;

and the name and address of the initial registered agent of this corporation is:

**Name**

**Address**

Michael D. Wohl

2665 South Bayshore Drive, Suite 202  
Miami, Florida 33133.

*This instrument prepared by:*  
Brian L. Rubin, Esquire  
Florida Bar No. 244262  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center (33131-2336)  
P.O. Box 019109  
Miami, Florida 33101-9109  
Telephone: 305-374-7580

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**ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is:

**Name****Address**

Michael D. Wohl

2665 South Bayshore Drive, Suite 202  
Miami, Florida 33133.**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

**Name****Address**

Michael D. Wohl

2665 South Bayshore Drive, Suite 202  
Miami, Florida 33133.**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE X - INDEMNIFICATION**

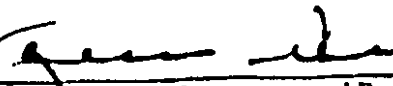
This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

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### ARTICLE XI - 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 has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 24<sup>th</sup> day of February, 1995.

  
 Michael D. Wohl, Incorporator and Registered Agent

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