

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32311  
904-222-9171  
904-222-0393 FAX

800-342-8086

**CSC networks**

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 559187 81497A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizito*

RECORDED  
55 MAR 13 PM 9:25  
FILED IN CORPORATION

ORDER DATE : March 13, 1995

ORDER TIME : 9:42 AM

ORDER NO. : 559187

600001427736

CUSTOMER NO: 81497A

CUSTOMER: Donald Klein, Esq.  
KLINE MOORE & KLEIN

Grand Bay Plaza, #903  
2665 S. Bayshore Drive  
Coconut Grove, FL 33133

DOMESTIC 3  
*P95000020118*

NAME: MBWC, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*pm*  
3-13-95  
02/A

FILED  
95 MAR 13 PM 12:26  
SECTION 1  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MBWC, INC.

FILED  
95 MAR 13 PM 12:29  
SECRET  
TALLAHASSEE, FLORIDA

I.

The name and address of this corporation are: MBWC, INC., 1450 N.E. 123rd Street, North Miami, Florida 33161.

II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

III.

This corporation is organized for the following purposes: To engage in the transaction of any and all lawful business whatsoever.

IV.

This corporation is authorized to issue Ten Thousand (10,000) shares of One (\$1.00) Dollar par value common stock.

V.

The street address of the initial registered office of this corporation is: 1450 N.E. 123rd Street, North Miami, Florida 33161, and the name of the initial registered agent of this corporation at that address is: STANLEY J. SCHWARTZ.

VI.

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation shall be:

STANLEY J. SCHWARTZ  
1450 N.E. 123rd Street  
North Miami, Florida 33161

HARDY C. KATZ  
1450 N.E. 123rd Street  
North Miami, Florida 33161

JOEL S. MELTZER  
2500 South Dixie Highway  
Miami, Florida 33133

SHEILA GOODMAN  
2500 South Dixie Highway  
Miami, Florida 33133

MICHAEL J. KEIGHLEY  
16461 N.E. 26th Place  
North Miami Beach, Florida 33160

VII.

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

STANLEY J. SCHWARTZ  
1450 N.E. 123rd Street  
North Miami, Florida 33161

HARDY C. KATZ  
1450 N.E. 123rd Street  
North Miami, Florida 33161

VIII.

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

IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

X.

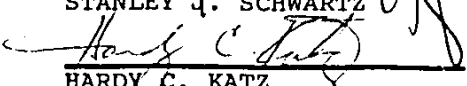
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI.

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

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 8th day of March, 1995.


  
STANLEY J. SCHWARTZ

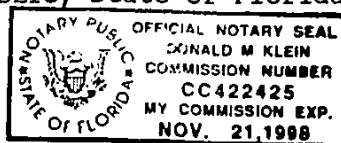
  
HARDY C. KATZ

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF DADE                    )

BEFORE ME, the undersigned authority personally appeared STANLEY J. SCHWARTZ and HARDY C. KATZ, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of March, 1995.

  
NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

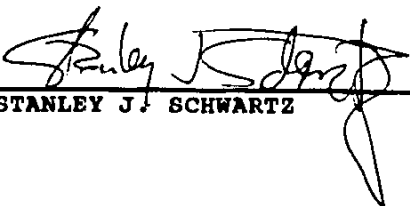
95 FILED  
MAR 13 PM 12 29  
CLERK OF COURT  
MIAMI, FLORIDA

-----  
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that MBWC, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in Articles of Incorporation has named STANLEY J. SCHWARTZ, located at 1450 N.E. 123rd Street, North Miami, Florida 33161, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

  
STANLEY J. SCHWARTZ