

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0193 FAX

800-342-8086



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 577725 4656A

AUTHORIZATION : Patricia P. [Signature]

COST LIMIT : \$ 122.50

ORDER DATE : April 11, 1995

ORDER TIME : 10:49 AM

ORDER NO. : 577725

CUSTOMER NO: 4656A

CUSTOMER: Eather J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: MDFYB CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

900001453009

95 APR 11 PM 12:27
95 APR 11 PM 12:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L. BROWN APR 11 1995

**ARTICLES OF INCORPORATION
OF
MDFYB CORP.**

ARTICLE I

The name of the corporation is MDFYB CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Michael D. Wohl, 2665 South Bayshore Drive, Suite 202, Coconut Grove, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics 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	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2665 South Bayshore Drive, Suite 202, City of Coconut Grove, County of Dade, State of Florida 33133, and the name of its initial registered agent at such office is **Michael D. Wohl**.

FILED
95 APR 11 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Michael D. Wohl
2665 South Bayshore Drive
Suite 202
Coconut Grove, FL 33133

Jack Lowell
2665 South Bayshore Drive
Suite 202
Coconut Grove, FL 33133

Michael Katz
2665 South Bayshore Drive
Suite 202
Coconut Grove, FL 33133

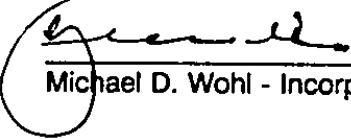
ARTICLE VII

The name of the Incorporator is Michael D. Wohl and the address of the Incorporator is 2665 South Bayshore Drive, Suite 202, Coconut Grove, Florida 33133.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of April, 1995.


Michael D. Wohl - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MDFYB CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Michael D. Wohl, Registered Agent

Dated: April 7th, 1995.

FILED
95 APR 11 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA