

P9500031464
Sidney Z. Brodie

180 SOUTH PINE ISLAND ROAD
SUITE 105-B
PLANTATION, FLORIDA 33324
TELEPHONE (305) 472-1800
TELECOPIER (305) 472-3355

SIDNEY Z. BRODIE
LEE D. GLASSMAN*

* ALSO ADMITTED TO MARYLAND

AIRPORT EXECUTIVE TOWER 2
PENTHOUSE 1
7870 N.W. 12TH STREET
MIAMI, FLORIDA 33186
TELEPHONE (305) 477-1155
BROWARD (305) 572-0822
TELECOPIER (305) 477-3860

PLEASE REPLY TO:

Miami

April 17th, 1995

SECRETARY OF STATE
THE CAPITOL
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32301

4090000145331304
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ATTN: NEW CORPORATION DEPARTMENT

RE: M.R.S. AFFILIATED INTERESTS CORPORATION

Dear Sir/Madam:

Enclosed please find the following with regards to the above reference:

1. Check in the amount of \$122.50 to cover the cost of said filing (\$35.00); certified copy (\$52.50); and designation of registered agent (\$35.00); and
2. Original and one (1) duplicate copy of the Articles of Incorporation

I would greatly appreciate your expediting same, and therefore I am enclosing a Federal Express return envelope, in order that you may return same to me, forthwith.

Thanking you in advance for your courtesy and cooperation in this matter.

Sincerely,

Olga L. Molina
Olga L. Molina
Legal Assistant

:olm
encls. (as noted)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M.R.S. AFFILIATED INTERESTS INCORPORATED

ARTICLE I - NAME

The name of this corporation is

M.R.S. AFFILIATED INTERESTS INCORPORATED
23408 Mirabella Circle South
Boca Raton, Florida 33433

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this

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BOKA RATON, FLORIDA
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corporation is 7270 NW 12th Street, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Sidney Z. Brodie.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) 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 name and address of the initial director of this corporation is:

SIDNEY M. MOSKIN	23408 Mirabella Cir. So., Boca Raton, Fl. 33433
GERALD L. SIMON	" "
DANIEL J. ROBBINS	" "

ARTICLE IX - INCORPORATOR

The name and address of the person signing articles is: Sidney Z. Brodie, 7270 NW 12th Street, Miami, Florida 33126.

ARTICLE X - BY-LAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

SIDNEY M. MOSKIN	100
GERALD L. SIMON	100
DANIEL J. ROBBINS	100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such

shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

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ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

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

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the member of the first Board of Director is:

Sidney M. Moskin	23408 Mirabella Cir. So., Boca Raton, Fl. 33433
Gerald L. Simon	" "
Daniel J. Robbins	" "

ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXII - INDEMNIFICATION

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


ARTICLE XXIII - SUB-CHAPTER "B" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIV - AMENDMENT

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, the undersigned subscribed has executed these articles of incorporation, this 17th day of April, 1995.

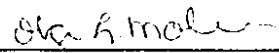


SIDNEY Z. BRODIE, ESQ.
INCORPORATOR AND SUBSCRIBER

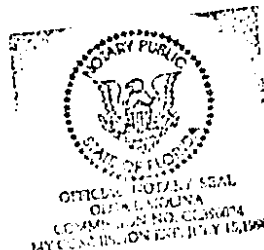
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of April, 1995, by Sidney Z. Brodie, who has produced Florida driver's license, who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of April, 1995.



NAME: CIGEA L. MULLINA
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSIONS EXPIRES:



STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING OFFICERS UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND
DIRECTORS

The following is submitted, in compliance with Chapter
48.091 Florida Statutes: M.R.S. AFFILIATED INTERESTS INCORPORATED,
a corporation organized (or organizing) under the laws of the State
of Florida with its principal office at 23408 Mirabella Circle
South, Boca Raton, Florida 33433, has named Sidney Z. Brodie, Esq.,
located at 7270 NW 12th Street, Miami, Florida 33126 as its agent
to accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
SIDNEY M. MOSKIN	PRESIDENT	23408 Mirabella Circle Boca Raton, Fl. 33433
GERALD L. SIMON	VICE-PRESIDENT	" "
DANIEL J. ROBBINS	SECRETARY/ TREASURER	" "

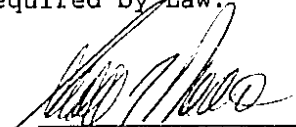
DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
SIDNEY M. MOSKIN	Same as Above
GERALD L. SIMON	Same as Above
DANIEL J. ROBBINS	Same as Above

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to
keep office open during prescribed hours; to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by Law.

Filing Fee: \$122.50



SIDNEY Z. BRODIE, ESQ.
Incorporator

95 APR 10 PM 3:03
SECRETARY OF STATE
CORPORATE SERVICES