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5/05/95

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &

DEPARTMENT OF STATE

200 S BISCAYNE BLVD

STATE OF FLORIDA

2500 SE FINANCIAL CENTER

409 EAST GAINES STREET

MIAMI FL 33131-2336

TALLAHASSEE, FL 32399

CONTACT: KENDALL SPARKMAN

FAX: (904) 922-4000

PHONE: (305) 374-7580

FAX: (305) 374-7593

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MSW-II REAL ESTATE CORPORATION

FAX AUDIT NUMBER: H95000005098

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/05/1995

TIME REQUESTED: 15:08:15

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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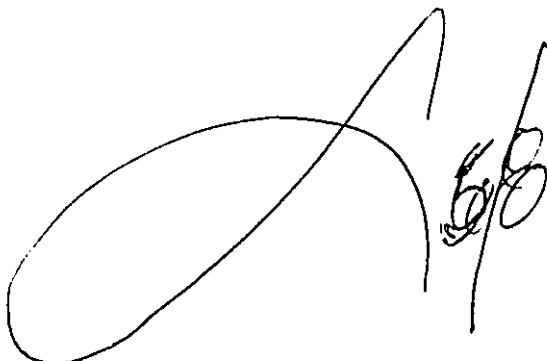
MIAMI FL 33131-2336

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 MAY -8 PM 7:48



FAX AUDIT NO. H95-5098

**ARTICLES OF INCORPORATION
OF
MSW-II REAL ESTATE CORPORATION**

ARTICLE I - NAME

The name of this corporation is MSW-II REAL ESTATE CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

760 N.W. 107th Avenue
Suite 400
Miami, Florida 33172.

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:

760 N.W. 107th Avenue
Suite 400
Miami, Florida 33172;

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

Name

Thomas F. Nealon, III

Address

760 N.W. 107th Avenue, Suite 400
Miami, Florida 33172.

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
RUBIN DAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
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 two (2) persons. 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 two. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Jeffrey P. Krasnoff	760 N.W. 107th Avenue Suite 400 Miami, Florida 33172
William M. Lewis, Jr.	1251 Avenue of the Americas 28th Floor New York, New York 10020.

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Thomas F. Nealon, III	760 N.W. 107th Avenue Suite 400 Miami, Florida 33172.

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 of registered agent therein this 5th day of May, 1995.



Thomas F. Nealon, III, Incorporator and Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA