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OF COUNSEL
ROBERT B. WARD (MD, CA, WA)
RICHARD H. TANENBAUM (MD, DC)

WRITER'S DIRECT NUMBER IS

951-1506

December 26, 1995

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

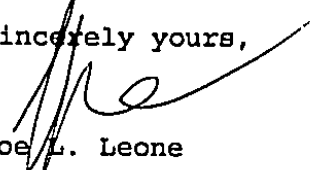
Re: MB Management Company, Inc.
Our File No. 12109.19

Dear Sir or Madam:

Enclosed please find the original and two (2) copies of the Articles of Incorporation for the above-referenced corporation. I am also enclosing a check in the amount of \$122.50 for the filing fee. Please return the receipted copy to my attention at your earliest possible convenience.

Thank you for your prompt attention to this filing.

Sincerely yours,


Joe L. Leone

JLL/hew
Enclosure

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****122.50 ****122.50

MB Management Company, Inc.
Relly _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 1-4-96
DOC. EXAM. BR

Copy filed
P93-7043
296-254
954-344-0112
John Kavin

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55 DEC 27 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
B MANAGEMENT COMPANY, INC.**

The undersigned, acting as incorporator of B Management Company, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: B Management Company, Inc.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 5176 N.W. 99th Way, Coral Springs, Florida 33076, and the name of the Corporation's initial registered agent at that address is Melvin Berman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be Melvin Berman who shall serve in such capacity

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TALLAHASSEE, FLA.

until the first annual meeting of the stockholders, or until his successors are duly elected and qualified.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

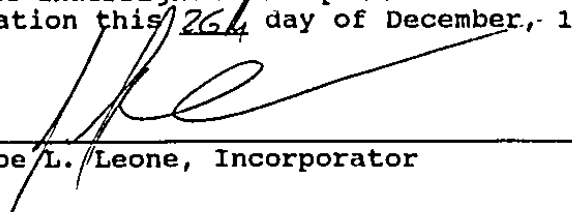
<u>Name</u>	<u>Address</u>
Joe L. Leone, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of December, 1995.

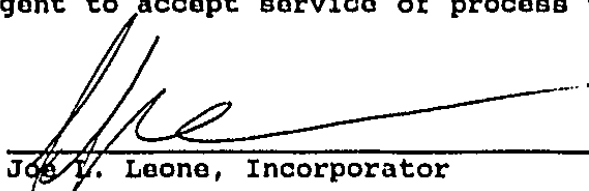


Joe L. Leone, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida statutes, the following is submitted:

That B Management Company, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Coral Springs, State of Florida, has named Melvin Berman located at 5176 N.W. 99th Way, Coral Springs, Florida 33076, as its agent to accept service of process within Florida.



Joe L. Leone, Incorporator

12/26/95

Date

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95 DEC 27 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND)
COUNTY OF MONTGOMERY)

SS:

Before me, the undersigned authority, personally appeared Joe L. Loone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 26 day of December, 1995.



Notary Public, State of Maryland
at Large

My Commission Expires:

LAWRENCE S. STERN
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires January 17, 1998

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for B Management Company, Inc., in the foregoing Articles of Incorporation I, on behalf of B Management Company, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

Melvin Berman
MELVIN BERMAN

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TALLAHASSEE, FLORIDA