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RITTER & CHUSID
ATTORNEYS AT LAW

INTERCONTINENTAL BANK CENTER
7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433

GREGORY J. RITTER
MITCHEL CHUSID*

OF COUNSEL:
STACY J. RITTER
WARREN J. MOZLOW

(407) 994-2180
BROWARD: (308) 920-0223
FAX: (407) 994-2582

DADE OFFICE:
FIFTH FLOOR, CONCORD BUILDING
86 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

*Also Admitted in New York

March 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

4000001745844
-03/15/96--01111--001
***122.50 ***122.50

Re: McNeille Associates, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for McNeille Associates, Inc., together with our office check in the amount of \$122.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza
Cynthia C. Mendoza
Legal Assistant to Mr. Ritter

/cm
Enclosures

FILED
96 MAR 15 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-20-96

JB

**ARTICLES OF INCORPORATION
OF
MCNEILLE ASSOCIATES, INC.**

FILED
96 MAR 15 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

MCNEILLE ASSOCIATES, INC. (the "Corporation")

**ARTICLE II
GENERAL NATURE OF BUSINESS**

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

**ARTICLE III
CAPITAL STOCK**

The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial sole member of the Board of Directors are:

Ellan McNeille Bell
100 N.W. 82nd Avenue
Suite 402
Fort Lauderdale, Florida 33324

Jeffrey Mark Bell
100 N.W. 82nd Avenue
Suite 402
Fort Lauderdale, Florida 33324

Hugh McNeille
100 N.W. 82nd Avenue
Suite 402
Fort Lauderdale, Florida 33324

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Gregory J. Ritter, Esq., 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11TH day of ^{MARCH} ~~December~~, 1996.

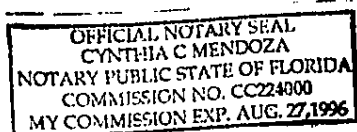


GREGORY J. RITTER, ESQ.

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13th day of March, 1996, by GREGORY J. RITTER, ESQ. as incorporator to these Articles, who is personally known to me ~~or who has produced~~ _____ as identification and who did not take an oath.

My Commission Expires:



Cynthia C. Mendoza
NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendoza
Title: _____

[SEAL]

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
MAR 15 AM 10:37
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

MCNEILLE ASSOCIATES, INC., a corporation being organized under the laws of the State of Florida, designates 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, as its registered office and has named GREGORY J. RITTER, ESQ. as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for MCNEILLE ASSOCIATES, INC. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By: 

REGISTERED AGENT