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Schantz  
Schatzman &  
Aaronson, P.A.

June 13, 1996

FLORIDA SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
JUN 14 1996  
TALLAHASSEE, FLORIDA

RE:

M. B. Bayfront, Inc.  
(Our File No.: 30325.01)

Gentlemen:


Enclosed herewith please find the original Articles of Incorporation of M. B. Bayfront, Inc., together with my Trust Account check to your order in the sum of \$122.50.

Would you please be good enough to file the enclosed Articles of Incorporation and forward to me a copy thereof after filing.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN & AARONSON, P.A.

  
IRVING SHIMMOFF  
Of Counsel

IS/rp  
Encls.

FILED  
96 JUN 18 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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6/19/96

ARTICLES OF INCORPORATION  
OF

M. B. BAYERONT, INC.

FILED  
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TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is M. B. BAYERONT, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH:** The name and address of the incorporator of the Corporation is Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of June, 1996.

  
IRVING SHIMOFF, Incorporator

**ARTICLES OF APPOINTMENT  
OF  
REGISTERED AGENT**

**FILED**

96 JUN 18 PM 4:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**M. B. BAYFRONT, INC.**

  
**IRVING SHIMOFF, Incorporator**

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