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TO: DIVISION OF CORPORATIONS

FAX #: (904)822-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MELK FLORIDA DEVELOPMENT, CORP.
AUDIT NUMBER.....H90000012148
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
MELK FLORIDA DEVELOPMENT, CORP.

ARTICLE I - NAME

The name of this corporation is MELK FLORIDA DEVELOPMENT
CORP.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all
legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the
class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series as
that which he already holds, shall have the right to purchase his
prorata share thereof (as nearly as may be done without issuance of
fractional shares) at the price at which it is offered to
others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office
of this corporation is:

c/o Fieldstone Lester & Shear
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131

David Shear-Fla. Bar No. 300799

FIELDSTONE, LESTER & SHEAR
First Union Financial Center
200 South Biscayne Blvd., Ste. 2100
Miami, Florida 33131

(305) 982-1555

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EMPIRE CORPORATE KIT

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

Name	Address
David Shear	c/o Fieldstone Lester & Shear 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL
BOARD OF DIRECTORS

This corporation shall have one director 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 names and addresses of the initial directors of this corporation are:

Name	Address
John Malk	c/o Fieldstone Lester & Shear 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

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

Name	Address
David Shear	c/o Fieldstone Lester & Shear 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE IX - BY-LAWS

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

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ARTICLE X - INDEMNIFICATION

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

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 subscriber has executed these Articles of Incorporation this 29th day of August, 1996.

David Shear

David Shear
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared David Shear, who is known to me or who has produced _____ as identification and who did take an oath.

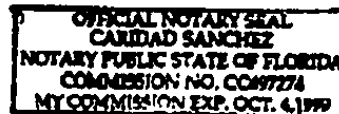
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of August, 1996.

Caridad Sanchez

Signature
CARIDAD SANCHEZ

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

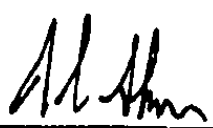
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MELK FLORIDA DEVELOPMENT, CORP.

2. The name and address of the registered agent and office is:

David Shear
c/o Fieldstone Lester & Shear
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131



David Shear

Title: INCORPORATOR

Date: August 29, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



David Shear

Date: August 29, 1996.

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