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HORD and HORVATH, P.A.

ATTORNEYS AT LAW

8295 No. MILITARY TRAIL, SUITE A

PALM BEACH GARDENS, FLORIDA 33410-6397

FILED

MITCHELL A. DINKIN
DAVID E. HORVATH
ROGER C. HURD

96 SEP 30 PM 1:15

TELEPHONE: (561) 627-1534

FAX: (561) 694-9647

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 27, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

RE: MRJ GP, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Notice of Acceptance regarding the above corporation, together with our check in the sum of \$122.50. Please return a filed copy in the enclosed, stamped, self-addressed envelope.

Very truly yours

ROGER C. HORD

\pr
Enclosures
cc: Client

BH 10/3/96

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for said corporation.

1. The name of the corporation is M&J GP, INC.
2. The period of duration is perpetual.
3. The purpose is to engage i. any activities of business except banking permitted under the laws of the United States and the State of Florida.
4. The Corporation shall have ne authority to issue one thousand shares, all of one class, one ollar (\$1.00) par value.
5. The address of its initial registered office is 234 Australian Avenue, Palm Beach, Florida 33480, and the name of its initial registered agent is Mary R. Miller.
6. The principal corporate address is 234 Australian Avenue, Palm Beach, Florida 33480, and its mailing address is 234 Australian Avenue, Palm Beach, Florida 33480.
7. The method of election of the corporate directors is provided for in the By-Laws.
7. The number of directors constituting its initial Board of Directors is one, whose name and address is:

NAME	ADDRESS
Mary R. Miller	234 Australian Avenue Palm Beach, Florida 33480

8. The name and address of the incorporator is:

NAME	ADDRESS
Mary R. Miller	234 Australian Avenue Palm Beach, Florida 33480

9. Commencement of Corporate Existence: The Corporation shall commence its existence on the date of incorporation.

DATED this 27th day of September, 1996.


MARY R. MILLER

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96 SEP 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared, MARY R. MILLER, who is well known to be the person described in and who subscribed the above articles of incorporation, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth, that I relied upon the following form of identification of the above-named person: personally known, and that an oath was not taken.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Palm Beach Gardens, in said County and State this 27th day of September, 1996.



ROGER C. HURD
MY COMMISSION # CC304238 EXPIRES
August 21, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY SIGNATURE

Printed Notary Signature

My Commission Expires:

NOTICE OF ACCEPTANCE

FILED

96 SEP 30 PM 1:45

The undersigned hereby accepts appointment as Registered Agent
for MARY R. MILLER.

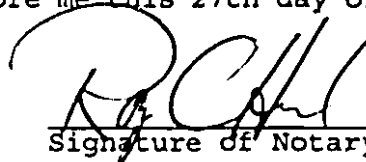
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


MARY R. MILLER

Sworn to and subscribed before me this 27th day of September,
1996.



ROGER C. HURD
MY COMMISSION # CC304208 EXPIRES
August 21 1997
BONDED THRU TROY FAIR INSURANCE, INC


Signature of Notary Public

Printed Name of Notary Public

Personally Known /

Produced Identification

Type of Identification: