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PRESTICE HALL LEGAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE: 144719

82860A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: November 5, 1996

ORDER TIME : 1:25 PM

ORDER NO. : 144719-005

CUSTOMER NO: 82860A

700001997077--4

CUSTOMER: Irving J. Gonzalez, Esq

LESLIE ALAN ROZENCWAIG, P.A.

960 Suntrust International Cnt

1 Southeast 3rd Avenue

Miami, FL 33131

DOMESTIC FILING

NAME:

METRO EQUITY DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

__ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Part of the state of the state

ARTICLES OF INCORPORATION

OF

METRO EQUITY DEVELOPMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

METRO EQUITY DEVELOPMENT, INC.

The address of the principal office of this corporation shall be C/O 960 Suntrust International Center, 1 Southeast 3rd Avenue, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 960 Suntrust International Center, 1 Southeast 3rd Avenue, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Irving J. Gonzalez.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 5, 1996.

CORPORATION SERVICE COMPANY

By: Said Ohoog

Its Agent, Gail Shelby

CLD/das

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Irving J. Gonzalez, Esq., an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

METRO EQUITY DEVELOPMENT, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Conzalez, Pag

09/18/96 16:03

TX/RX NO.4297

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