

P97000010862

JAMES F. HOLMES

Suite 1000, Suntrust Tower
515 East Las Olas Boulevard
Fort Lauderdale, Florida 33301

January 23, 1997

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

500002074965--6
-01/31/97--01057--007
*****70.00 *****70.00

RE: Articles of Incorporation
GERERE MB, Inc.

Dear Sirs:

Enclosed please find 3 originals of the Articles of
Incorporation for GERERE MB, Inc., and their company check in
the amount of \$ 70.00 for the fees (no certified copy is
requested at this time).

Please return one copy to:

GERERE MB, Inc.
908 North Federal Highway
Fort Lauderdale, Florida 33304

Thanking you in advance, for your co-operation in this matter, I remain,

Sincerely yours,

James Holmes
James Holmes

1 FEB 4

BSB

FILED
97 JAN 31 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GERERE MB, INC.**

FILED
97 JAN 31 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME : The name of the corporation shall be:

GERERE MB, INC.

ARTICLE II

DURATION : The existence of this corporation shall be perpetual, and shall commence upon the filing by the Department of State of these Articles of Incorporation.

ARTICLE III

PURPOSE: This corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida, as these laws now exist and as they may exist in the future.

ARTICLE IV

CAPITAL STRUCTURE: This corporation is authorized to issue two thousand (2,000) share of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT : The street address of the initial registered office of this corporation shall be:

**908 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33304**

and the registered agent of this corporation at that address shall be:

MARIA M. PAREDES

ARTICLE VI

INITIAL BOARD OF DIRECTORS: This corporation shall initially have one Director/Directors. The number of Directors may be increased or decreased from time to time in the manner provided for in the BY-Laws; but at no time shall there be one Director

of this corporation. The name/names and address/s of the initial Board of Directors are;

NAME

ADDRESS

MARIA M. PAREDES
908 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33304

ARTICLE VII

INCORPORATOR: The name of the person executing these Articles of Incorporation
is:

MARIA M. PAREDES
908 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33304

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation, in Fort Lauderdale, Florida, this 20th day of January, 1997.

Maria M. Paredes
Maria M. Paredes, President

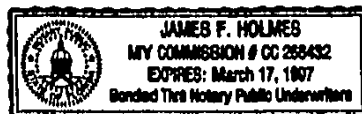
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public, authorizes to take and administer
oaths, personally appeared Maria M. Paredes to me known as the person who executed the
forgoing Articles of Incorporation and who acknowledged before me that the facts
stated therein are true and correct as set forth.

WITNESS my hand and seal this 20th day of January, 1997.

James F. Holmes
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
(SEAL)

my commission expires:



(page 2 of 2)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT GERENE MB, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE,
(CITY)

STATE OF FLORIDA, HAS NAMED MARIA M. PAREDES,
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 908 NORTH FEDERAL HIGHWAY,
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Maria M Paredes
(CORPORATE OFFICER)

TITLE _____

DATE 1-21-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Maria M Paredes
(RESIDENT AGENT)
DATE 1-21-97

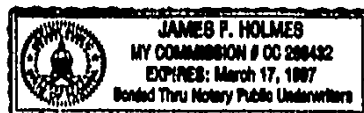
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public, authorized to take and administer oaths,
personally appeared Maria M. Paredes to me known as the person who executed the
foregoing Resident Agent Certificate and who acknowledged before me that the facts
stated therein are true and correct as set forth.

WITNESS my hand and seal this 20th day of January, 1997.

James F. Holmes
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
(SEAL)

my commission expires:



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97 JAN 31 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA