

5300 First Union Financial Center

200 South Biscayne Boulevard

Miami, FL 33131-2339

305-579 0300

Fax: 305-579-0321

Martin T. Schrier
305-579-0326

Morgan, Lewis
& Bockius LLP

COUNSELORS AT LAW

P97000001197/

January 31, 1997

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002075969--3
-02/03/97--01051--007
****122.50 ****122.50

Re: Articles of Incorporation of MDR Investments, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with our check made payable to the Secretary of State in the amount of \$122.50 covering the cost for filing same and one certified copy of the filed document.

Kindly file the enclosed document accordingly and return the certified copy to the undersigned in the enclosed self-addressed envelope provided.

Sincerely,



Martin T. Schrier

Enclosures

FILED
97 FEB -3 AM 9-12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-6-97
TB

HI01/230209.1

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh Princeton
London Brussels Frankfurt Tokyo Singapore Jakarta

ARTICLES OF INCORPORATION

OF

MDR INVESTMENTS, INC.

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

MDR Investments, Inc.

FILED
FEB - 3 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

9846 Costa Del Sol Blvd.
Miami, Florida 33178

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

9846 Costa Del Sol Blvd.
Miami, Florida 33178

The name of the corporation's initial registered agent at that office is Marlene DeRosso.

ARTICLE V

Incorporator

The name and address of the incorporator are:

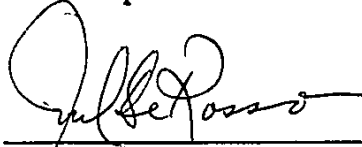
Marlene DeRosso
9846 Costa Del Sol Blvd.
Miami, Florida 33178

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 29th day
of January, 1997.

A handwritten signature in cursive script, appearing to read "Marlene DeRosso", written over a horizontal line.

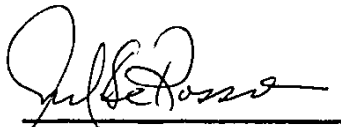
Marlene DeRosso
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of MDR Investments, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: January 29, 1997.



Marlene DeRosso
Registered Agent

FILED
91 FEB - 3 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA