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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MZL DEVELOPMENT CORP.

AUDIT NUMBER.....H97000003440

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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Handwritten signature and date: 2/27/97

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ARTICLES OF INCORPORATION  
OF  
MZL DEVELOPMENT CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

MZL DEVELOPMENT CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o MORTON B. ZEMEL, ESQ.  
2450 N.E. MIAMI GARDENS DRIVE - 2ND FLOOR  
NORTH MIAMI BEACH, FL 33180

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:  
6000 Shares @ \$1.00 par value

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MORTON B. ZEMEL, ESQ.  
2450 N.E. MIAMI GARDENS DRIVE - 2ND FLOOR  
NORTH MIAMI BEACH, FL 33180

ARTICLE V - INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

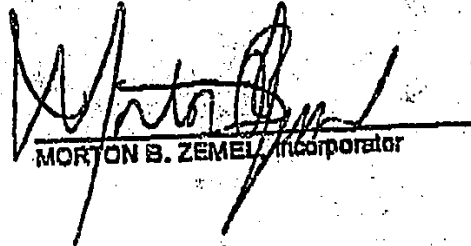
MORTON B. ZEMEL, ESQ.  
2450 N.E. MIAMI GARDENS DRIVE - 2ND FLOOR  
NORTH MIAMI BEACH, FL 33180

THIS INSTRUMENT PREPARED BY:  
MORTON B. ZEMEL, P.A.  
2450 N.E. MIAMI GARDENS DRIVE  
NORTH MIAMI BEACH, FL 33180  
TEL: (305) 931-2858  
FLORIDA BAR #00723

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The undersigned Incorporator has executed these Articles of Incorporation this 28TH day of FEBRUARY, 1997.

  
MORTON B. ZEMELL, Incorporator

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EPIRE CORPORATE KIT

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 of 617.0501, 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.

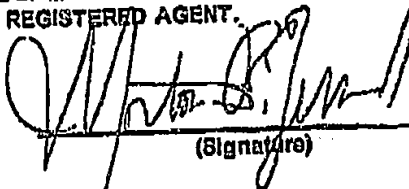
1. THE NAME OF THE CORPORATION IS: MZL DEVELOPMENT CORP.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MORTON B. ZEMEL, ESQ.  
(NAME)

2450 N.E. MIAMI GARDENS DRIVE - 2ND FLOOR  
(STREET ADDRESS)

NORTH MIAMI BEACH, FL 33180  
(CITY/STATE/ZIP)

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.

  
(Signature)

Date: 2/26/97

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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