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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

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FAX #: (305)541-3770

NAME: MJW ASSOCIATION, INC.,

AUDIT NUMBER.....H97000004116

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

CERT. OF STATUS..0

PAGES..... 4

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H97000004 116 ARTICLES OF INCORPORATION

OF

MJW ASSOCIATES, INC.

I, Linda M. Smith, in order to form a corporation for profit under and pursuant to the laws of the State of Florida, as contained in the "Florida General Corporation Act" as amended, certifies as follows:

Article I

Name

The name of this corporation is: MJW ASSOCIATES, INC., and the principal office address shall be: 11900 Biscayne Blvd., Suite 200, Miami, FL 33181.

Article II

Duration

The duration of the corporation shall be perpetual.

Article III

Nature of Business

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

Without limiting the scope and generality of the foregoing, the corporation may engage in the following activities:

To act as general partner for the limited partnership, The MJW Limited Partnership.

To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular land, buildings, concessions, leaseholds, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts and claims, trade marks, trade names, patents and patent rights, copyrights and any interest in real and personal property.

To buy, sell, manufacture, repair, alter and exchange, let on hire, export and deal in all kinds of articles and things, either real or personal, which may be required for the purposes of any businesses, or commonly supplied or dealt in by persons, engage in any such businesses, or which may seem capable of being profitably dealt with in connection therewith.

LINDA M. SMITH, ESQ.  
FLORIDA BAR NO 289210  
11900 BISCAYNE BLVD., SUITE 200  
MIAMI, FL 33181  
(305) 866-6434

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Articles of Incorporation  
MJW ASSOCIATES, INC.  
March 10, 1997  
Page two

H97000004 116

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description necessary or useful for the operations of this corporation.

To take over and operate the business of firms, corporations and individuals to such extent and in such manner as is permitted under the laws of Florida relating to business corporations, and to acquire and hold the securities of other corporations.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

#### Article IV

##### Capital Stock

Authorized Capital. The aggregate number of shares which may be issued by the corporation is One Thousand (1,000) shares, par value One Dollar (\$1.00) per share, all of which shall be common stock.

#### Article V

##### Initial Registered Agent and Office

(a) The name and address of the initial registered agent and office of this corporation is as follows:

Linda M. Smith, Esq.  
11900 Biscayne Blvd., Suite 200  
Miami, FL 33181

(b) In compliance with Section 48.091, Florida Statutes, the following statement is submitted:

Having been named to accept service of process for the above stated Corporation, at the place designated in this 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 complete performance of my duties.

  
Linda M. Smith  
Registered Agent

#### Article VI

##### Officers and Directors

(a) Number. The initial board of directors shall consist of one (1) person. The number of directors may be increased or decreased from time to time by an amendment of the bylaws of the corporation, in the manner provided by law, but shall never be less than one.

H97000004 116

M97000004 116

Articles of Incorporation  
 MJW ASSOCIATES, INC.  
 March 10, 1997  
 Page three

(b) Initial Officers and Director. The name and street address of the initial officers and board of directors of this corporation is as follows:

Name	Address
(P/S/D) Roger L. Koch	4000 N.W. 36 Avenue Miami, FL 33142

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VII

#### Incorporator

The name and street address of the Incorporator signing these Articles of Incorporation is:

Name	Address
Linda M. Smith, Esq.	11900 Biscayne Blvd., Suite #200 Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of March, 1997.


  
 Linda M. Smith  
 Incorporator

STATE OF FLORIDA)  
 COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 10 day of March, 1997, by Linda M. Smith, who is personally known to me or who has produced her Florida Driver's License as identification and who did not take an oath.



GLEN DOUGLAS WEIL  
 My Commission CC509897  
 Expires Nov. 14, 1999

  
 Notary Public  
 Name: GLEN DOUGLAS WEIL  
 Commission No.: CC 509897

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