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ACCOUNT NO. : 072100000032

REFERENCE : 404473 10463A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 27, 1997

ORDER TIME : 9:46 AM

ORDER NO. : 404473-005

CUSTOMER NO: 10463A

800002191038--7

CUSTOMER: Michael D. Harris, Esq
COHEN CHERNAY NORRIS
WEINBERGER & HARRIS
4th Floor
712 U.s. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: MD OFFICE BUILDING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

844 MAY 27 1997

5/23/97
ARTICLES OF INCORPORATION
OF
MD OFFICE BUILDING, INC.
STATE OF FLORIDA

Article I - Name

The name of this corporation is MD OFFICE BUILDING, INC.

Article II - Principal Address

885 Fathom Road
North Palm Beach, FL 33408

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of (1) purchasing certain real property (the "Property") located at Parcel 46D, Business Park at Martin Downs, Palm City, Florida, (2) constructing a three story office building (the "Building") on the Property, leasing offices in the Building, (3) managing the Property, and (4) selling and/or leasing the Property.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, \$.01 par value.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 U.S. Highway One, Suite 400, North Palm Beach, Florida, 33408, and the name of the initial registered agent is Michael D. Harris.

Article VII - Initial Board of Directors

This corporation shall have no directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Michael D. Harris
712 U.S. Highway One, Suite 400
North Palm Beach, Florida 33408

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

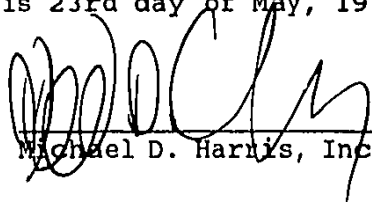
Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23rd day of May, 1997.



Michael D. Harris, Incorporator

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 MD OFFICE BUILDING, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF NORTH
PALM BEACH, STATE OF FLORIDA, HAS NAMED Michael D. Harris
CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 712 U.S Highway One,
CITY OF North Palm Beach,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE:

Michael D. Harris

TITLE:

Incorporator

DATE:

May 23, 1997

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.

SIGNATURE:

Registered Agent

DATE:

May 23, 1997