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June 26, 1997

WILL A. NASON (1924-1979)

ALAN I. ARMOUR II
CRAIG S. BARNETT
GARY N. GERSON
SUZANNE M. GLEIBER
ELAINE JOHNSON JAMES
JEFFREY B. KAHN

DOMENICK R. LIOCE
NATHAN E. NASON
MARK A. PACHMAN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: MDBM, Inc. / Articles of Incorporation
File No. 05Pend.MAP

700002230977--0
-07/07/97--01064--019
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith is an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

The original is to be filed in your office and the copy certified and returned to my attention using the enclosed stamped, self-addressed envelope.

Very truly yours,

NASON, YEAGER, GERSON, WHITE &
LIOCE, P.A.

Georgina J. Popham
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL -3 PM 3:25

FILED

Enclosures

cc: Mirco Vietti (w/encl.)

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mc 7/3/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1997

GEORGINA J. POPHAM, LEGAL ASSISTANT
NASON, YEAGER, GERSON, ET. AL
1645 PALM BEACH LAKE BLVD., SUITE 1200
WEST PALM BEACH, FL 33401

SUBJECT: MDBM, INC.
Ref. Number: W97000015072

We have received your document for MDBM, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00034185

ARTICLES OF INCORPORATION
OF
MDBM, INC.

FILED
97 JUL -3 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

MDBM, Inc.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

19274 Redberry Court
Boca Raton, FL 33498

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$0.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Mark A. Pachman

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Mark A. Pachman

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

The name and address of the individual who is to serve as the initial director of this Corporation are:

Name

Street Address

Mirco Vietti

19274 Redberry Court
Boca Raton, Florida 33498

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 26th day of June, 1997.

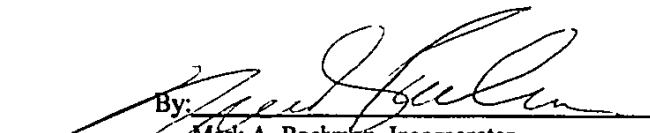

Mark A. Pachman, Incorporator

DESIGNATION AND ACCEPTANCE


OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MDBM, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Mark A. Pachman located thereat as its registered agent to accept service of process within this State.

By: 
Mark A. Pachman, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Mark A. Pachman, Registered Agent