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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555

September 18, 1997

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Filing

Re: M&M Services of Miami, Inc.

700002298977--9
-09/22/97--01030--002
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to the Secretary of State. Please file the aforementioned document as soon as possible and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7038 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Gigi Mathieu
Gigi Mathieu
Legal Assistant

/ggm
Enc.

J. Madeau SEP 23 1997

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97 SEP 22 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M&M SERVICES OF MIAMI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- FIRST: The name of the Corporation is M&M Services of Miami, Inc. (the "Corporation").
- SECOND: The initial street address of the principal office of the Corporation is unknown; however, the mailing address of the Corporation is 4731 West Flagler Street, Miami, Florida 33146.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 4731 West Flagler Street, Miami, Florida 33146 and the registered agent at that address is: Mario Gonzalez
- FIFTH: The name and address of the incorporator of the Corporation is: Mario Gonzalez, 4731 West Flagler Street, Miami, Florida 33146.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Mario Gonzalez, 4731 West Flagler Street, Miami, Florida 33146.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH: The corporate existence of the Corporation shall commence on September 22, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22th day of September, 1997.



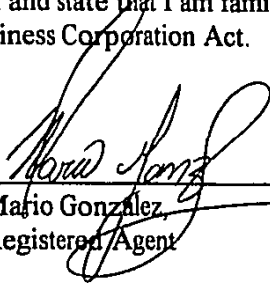
Mario Gonzalez, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent of M&M SERVICES OF MIAMI, INC. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Mario Gonzalez,
Registered Agent

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TALLAHASSEE, FLORIDA

981/or