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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY TEACH

PHONE: (212)431-5000

FAX #:

(212)431-1441

NAME: MAC PROPERTIES, INC.

AUDIT NUMBER.....H97000021129

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

CERT. OF STATUS..0

PAGES..... 2

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**ARTICLES OF INCORPORATION
OF**

MCM MAC PROPERTIES, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:


1. The name of the corporation is : **MCM MAC PROPERTIES, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **200** shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **612 Boca Marina Court, Boca Raton, Florida 33487**, and the name of its initial registered agent at such address is: **Joseph J. Cincotta**.
6. The number of directors constituting the initial board of directors is **one** and the name and address of each person who is to serve as a member thereof is as follows:

Joseph J. Cincotta, 612 Boca Marina Court, Boca Raton, Florida 33487
7. The name and address of the sole incorporator is: **Jean M. Sherett**
c/o **Blumberg/Excelsior Corporate Services, Inc.**
62 White Street, New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: *December 19, 1997.*

Blumberg/Excelsior
62 White St
NY, NY 10013
212-431-5000


Jean M. Sherett
Sole Incorporator

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ACCEPTANCE OF APPOINTMENT

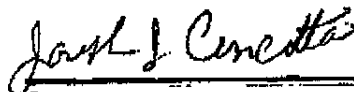
AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of **MCM**

MAC PROPERTIES, INC., the within named corporation.

Dated: *December, 19th*, 1997



By: **Joseph J. Cincotta**
Its Agent

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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