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CORPORATION(S) NAME

MRM Properties, Inc.

(X) Profit Articles
( ) NonProfit   ( ) Amendment   ( ) Merger

( ) Foreign   ( ) Dissolution/Withdrawal ( ) Mark

( ) Limited Partnership   ( ) Annual Report   ( ) Other
( ) Reinstatement   ( ) Name Registration   ( ) Change of R.A.
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STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

MRM PROPERTIES, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: MRM PROPERTIES, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: C/O BAKER HILL INDUSTRIES INCORPORATED, 3850 N.W. 118TH AVENUE, CORAL SPRINGS, FLORIDA 33065.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:

200,000 shares of common stock, $0.01 par value

FOURTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: None

FIFTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

a. Meetings of the Stockholders of the Corporation may be held anywhere in the United States.

b. The Corporation may be a partner in any business enterprise which the Corporation would have the power to conduct itself.

c. No Director shall be personally liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a Director to the extent that such liability is imposed by applicable law (i) for any breach of the Director's duty of loyalty to the Corporation or its Stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 or successor provisions of the Florida Statutes or (iv) for any transaction from which the Director derived an improper

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personal benefit. This provision shall not eliminate the liability of a Director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

SIXTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 2924 CENTER AVENUE, FT. LAUDERDALE, FLORIDA 33308, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS WILLIAM J. RICCI.

SEVENTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS:

Deborah DiVerdi Carlson, Esq.
Posternak, Blankstein & Lund, L.L.P.
100 Charles River Plaza
Boston, MA 02114

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 21st DAY OF January, 1998.

Deborah DiVerdi Carlson, Esq.,
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: William J. Ricci IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED   January 21 _____, 1998.

WILLIAM J. RICCI, REGISTERED AGENT

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CONSENT TO USE OF NAME

The undersigned Florida corporation, by signature of its President, does hereby consent to the use of the name MRM Properties Limited Partnership by the Florida limited partnership applying for registration in the State of Florida pursuant to the Certificate of Limited Partnership to which this consent is attached.

MRM PROPERTIES, INC.

Date: January 21, 1998   By: _____

Dieter B. Morlock, President

ID # 72528v01/4268-5
1/7/98