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GIMELSTOB REALTY, INC.
7777 W. GLADES ROAD, SUITE 100
BOCA RATON, FLORIDA 33434
Telephone (561) 852-2900
Facsimile (561) 451-1801

February 5, 1998

VIA FEDERAL EXPRESS

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

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-02/05/98--01050--009
****131.25 ****131.25

Re: New Corporation / Mel-Rae Development Corp.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for a new corporation, Mel-Rae Development Corp., along with our check in the amount of \$131.25. The \$131.25 check includes \$70.00 for the new corporation filing fee, \$52.50 for a certified copy of the Articles of Incorporation, and \$8.75 for a certificate of status. Please file the Articles of Incorporation as soon as possible and return to me the certified copy of the Articles of Incorporation and certificate of status at the address shown above. I have enclosed a return Federal Express package charged to our company to expedite the return.

Thank you for your prompt attention to this matter. Please contact me immediately at (561) 852-2955 if you have any questions regarding anything contained herein.

Sincerely,



William L. Epstein
General Counsel

WLE/abs
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEL-RAE DEVELOPMENT CORP.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Mel-Rae Development Corp., whose principal place of business is 7777 W. Glades Road, Suite 100, Boca Raton, FL 33434.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered agent is 7777 W. Glades Road, Suite 100, Boca Raton, FL 33434 and the name of its initial registered agent at said address is Marc D. Hopin.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

- (1) Herbert Gimelstob, 4330 Live Oak Blvd., Delray Beach, FL 33445; and
- (1) Elaine Gimelstob, 4330 Live Oak Blvd., Delray Beach, FL 33445.

ARTICLE VII

The name and address of the incorporator is Marc D. Hopin, 5326 N.W. 21 Avenue, Boca Raton, FL 33496.

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

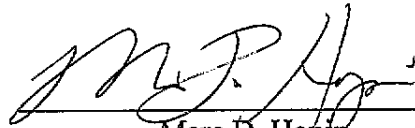
ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the date of filing these Articles with the Secretary of State.

IN WITNESS WHEREOF, **THE UNDERSIGNED** has made and subscribed of these Articles of Incorporation at Palm Beach County, Florida, on the 5th day of February, 1998.



Marc D. Hopin

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared Marc D. Hopin, who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Boca Raton, Palm Beach County, Florida, in said County and State this 5th day of February, 1998.



Notary Public, State of Florida

Printed Name: MARILYN ALTMAN

My Commission Expires:

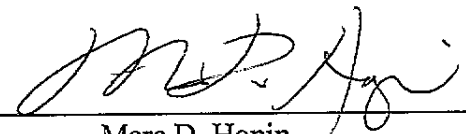


ACKNOWLEDGEMENT OF REGISTERED AGENT

STATE OF FLORIDA

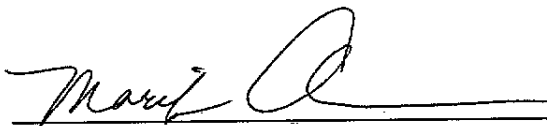
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared Marc D. Hopin, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statutes (1993), all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.



Marc D. Hopin

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, in said County and State this 5th day of February, 1998.



Notary Public, State of Florida

Printed Name: MARILYN ALTMAN

My Commission Expires:



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