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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

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NAME: MDM BRICKELL II, INC.

AUDIT NUMBER.....H98000006108

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

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ARTICLES OF INCORPORATION
OF
MDM BRICKELL II, INC.

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 MDM BRICKELL II, INC. (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is 9090 South Dadeland Boulevard, Miami, Florida 33156.


THIRD: The total number of shares of stock which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock, par value \$.01 per share. Each share of Common Stock shall be entitled to one vote. No stockholder shall have a preemptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the Corporation.

FOURTH: The street address of the initial registered office of the Corporation is Stroock & Stroock & Lavan, LLP, First Union Financial Center - Suite 3300, 200 South Biscayne Boulevard, Miami, Florida 33131-2385, and the registered agent at that address is Carey A. Sciss, Esq.

FIFTH: The name and address of the incorporator of the Corporation is Marina Kievsky, Esq., Stroock & Stroock & Lavan, LLP, 200 South Biscayne Boulevard, 33rd Floor, Miami, Florida 33131.

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of March, 1998.


Marina Kievsky, Esq., Incorporator

This instrument prepared by:
Marina Kievsky, Esq.
Florida Bar No. 0091456
First Union Financial Center - Suite 3300
200 South Biscayne Boulevard
Miami, Florida 33131-2385
Telephone: (305) 358-9900

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation for MDM Brickell II, Inc., and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Carey A. Stiss, Esq.

This instrument prepared by:
Marina Kievsky, Esq.
Florida Bar No. 0091456
Stroock & Stroock Lavan, LLP
First Union Financial Center - Suite 3300
200 South Biscayne Boulevard
Miami, Florida 33131-2385

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