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ST. LOUIS, GUERRA & AUSLANDER, P.A.

MIAMI CENTER, 10TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-4325

TELEPHONE (305) 373-4042
FAX (305) 373-4099

July 28, 1998

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

700002601527--4
-07/29/98--01054--019
***122.50 ***122.50

Re: MEM Holdings, Inc.

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no.2417, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,

Juan C. Martinez

JCM/jlr

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 AM 11:13

EFFECTIVE DATE
7-28

7-31
WS

ARTICLES OF INCORPORATION
OF
MEM HOLDINGS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is MEM Holdings, Inc. Its principal office and mailing address is 5711 S.W. 31st Street, Miami, Florida 33155.

ARTICLE II - DURATION

The effective date of this Corporation shall be July 28, 1998, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the ownership, development, operation, leasing, promotion, management and sale of real estate and the formation of any general or limited partnership for such business activities.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be Miami Center, 10th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131-4325, and the initial registered agent of this Corporation at such office shall be Juan C. Martinez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the directors are as follows:

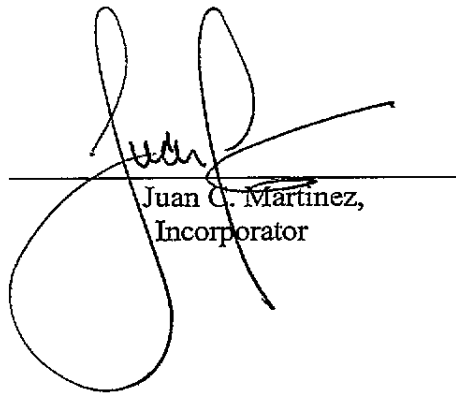
<u>Name</u>	<u>Address</u>
Juan C. Martinez	5711 S.W. 31 st Street Miami, Florida 33155
Ana M. Martinez	5711 S.W. 31 st Street Miami, Florida 33155

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

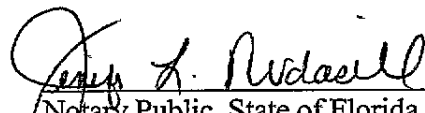
<u>Name</u>	<u>Address</u>
Juan C. Martinez	Miami Center, 10 th Floor 201 South Biscayne Boulevard Miami, Florida 33131-4325



Juan C. Martinez,
Incorporator

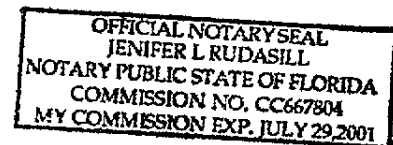
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

The foregoing Articles of Incorporation of MEM Holdings, Inc., were acknowledged before me this 28th day of July, 1998, by Juan C. Martinez, as Incorporator.



Notary Public, State of Florida
Name: _____
Commission Number: _____
My Commission Expires : _____

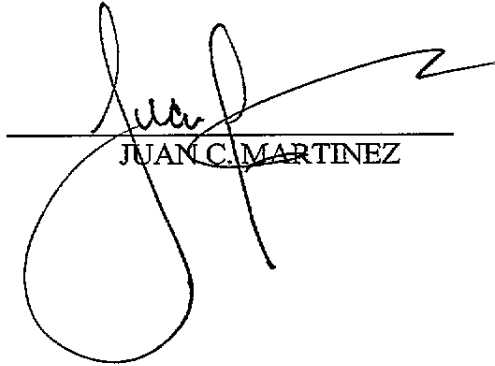
(Seal)



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MEM Holdings, Inc., at the place designated in the Articles of Incorporation, Juan C. Martinez agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 28, 1998.



JUAN C. MARTINEZ

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