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ACCOUNT NO. : 072100000032

REFERENCE : 994964 7131960

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 78.75

ORDER DATE : October 13, 1998

ORDER TIME : 4:33 PM

ORDER NO. : 994964-005

CUSTOMER NO: 7131960

CUSTOMER: Robert F. Rogers, Esq  
ROBERT F. ROGERS  
ROBERT F. ROGERS  
98 Vineyards Boulevard

Naples, FL 34119

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 14 AM 11:49

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DOMESTIC FILING

NAME: MRBD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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*[Signature]* 10/14/98

ARTICLES OF INCORPORATION  
OF  
MRBD, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

MRBD, INC.

The address of the principal office of the corporation shall be 98 Vineyards Boulevard, Naples, Florida 34119, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a one cent (\$.01) par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 98 Vineyards Boulevard, Naples, Florida 34119, and the name of the initial registered agent of the corporation at that address is Robert F. Rogers.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall initially have four Directors. The names and addresses of the initial members of the Board of Directors are:

Michael Procacci                      98 Vineyards Boulevard  
Director                                  Naples, Florida 34119

Ron Rose                                210 Monterey Drive  
Director                                  Naples, Florida 34119

Beryl Pascavis                        6611 Glen Arbor Way  
Director                                  Naples, Florida 34119

Dan Neviaser                         5890 Via Lagano  
Director                                  Naples, Florida 34108

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael Procacci                      98 Vineyards Boulevard  
President                                  Naples, Florida 34119

Robert F. Rogers                      98 Vineyards Boulevard  
Vice President, Treasurer          Naples, Florida 34119  
and Secretary

#### ARTICLE VIII. SPECIAL PROVISION


This corporation shall be organized to comply with the provisions of Subchapter "S" of the Internal Revenue Code U.S.C. 1361 et seq., and shall take all actions necessary to obtain and maintain its status as an "S" Corporation as defined therein.

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

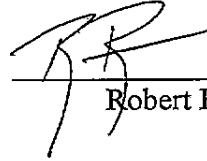
Robert F. Rogers, Esquire  
98 Vineyards Boulevard  
Naples, Florida 34119

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8<sup>th</sup>  
day of October, 1998.

  
\_\_\_\_\_  
Robert F. Rogers

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Robert F. Rogers, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Robert F. Rogers

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