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GILBRIDE, HELLER & BROWN, P.A.

ATTORNEYS AT LAW

ONE BISCAYNE TOWER • 15TH FLOOR

2 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

LAWRENCE R. HELLER

MEMBER OF THE FLORIDA
AND CALIFORNIA BARS

TELEPHONE 358-3580

AREA CODE 305

FAX: (305) 374-1756

April 12, 1999

Secretary of State
Division of Corporations
Attention: New Filings
Post Office Box 6327
Tallahassee, Florida 32314

600002838836--5

-04/14/99-01056-007

*****78.75 *****78.75

Re: MBA Development Company

Gentlemen:

Enclosed please find original Articles of Incorporation, Certificate of Registered Agent and our firm check in the amount of \$78.75.

Sincerely,



SUZANNA S. PEREZ

Legal Assistant to Lawrence R. Heller

SP/enc.

cc: MBA Development Company / w/enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 14 PM 3:46

ARTICLES OF INCORPORATION
OF
MBA DEVELOPMENT COMPANY

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is MBA DEVELOPMENT COMPANY.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock

classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be at the time of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is 3033 Riviera Drive, Suite 202, Naples, Florida 34103.

ARTICLE VIII
DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

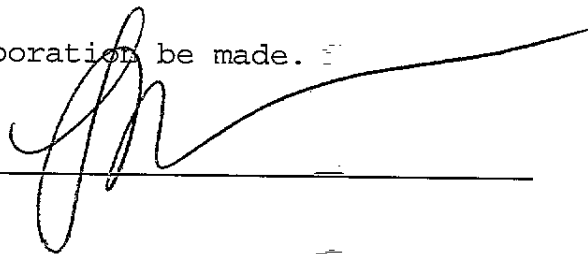
The name and address of the initial directors of the corporation are: Albert Socol, 3357 Cerrito Court, Miami, Florida 34109 and Michael Kilbourn, 3033 Riviera Drive, Suite 202, Naples, Florida, 34103.

ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION

Lawrence R. Heller, Esquire
One Biscayne Tower - 1570
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


A handwritten signature in dark ink, appearing to be 'JH', is written over a horizontal line.

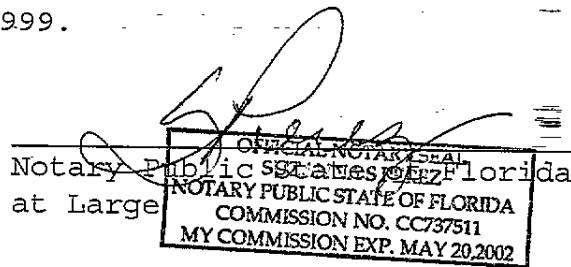
STATE OF FLORIDA :

:

COUNTY OF DADE :

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Lawrence R. Heller, Esquire, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he/she acknowledge before me that he/she subscribed to those Articles of Incorporation.

WITNESS, my official seal in the County and State aforesaid, this 12th day of April, 1999.



My commission expires:

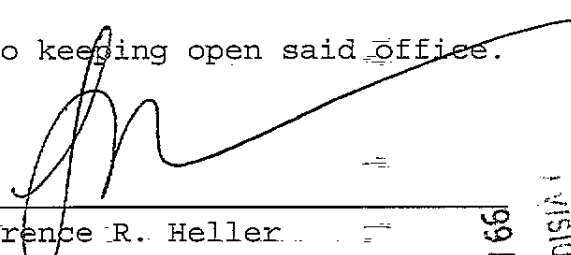
CERTIFICATE OF RESIDENT AGENT
OF
MBA DEVELOPMENT COMPANY

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That MBA DEVELOPMENT COMPANY desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Lawrence R. Heller, whose address is One Biscayne Tower, Two South Biscayne Boulevard, Suite 1570, Miami, Florida 33131, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Lawrence R. Heller
Registered Agent

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DIVISION OF CORPORATIONS
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