

ALLAN L. HOFFMAN, ESQ.

ATTORNEY AT LAW

1610 SOUTHERN BLVD.

WEST PALM BEACH, FLORIDA 33406

Friday, April 23, 1999

561-478-7066

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

200002851822--1

-04/26/99--01104--017

*****70.00 *****70.00

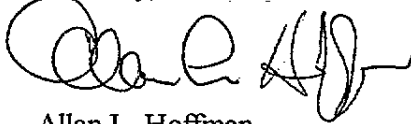
Re: MP Land Development
My File: 99-19

Dear Sirs:

P99000039171

Enclosed please find an original and two copies of Articles of Incorporation and a Resident Agent Designation for a new corporation together with my check in the amount of \$70.00. Please file this, returning a copy to me.

Sincerely,



Allan L. Hoffman

Enclosure

FILED
99 APR 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 29 1999

ARTICLES OF INCORPORATION
FOR
MP LAND DEVELOPMENT, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the Corporation is MP LAND DEVELOPMENT, INC..

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is Five Hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1).

ARTICLE FIVE: The street address of the corporation's principal office, the mailing address of the corporation and the initial registered office of the corporation is 650 WEST AVE., APT. 2210, MIAMI BEACH, Florida 33139, and its initial registered agent at such address is Matthew A. Posner.


ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Matthew A. Posner, 650 WEST AVE., APT. 2210, MIAMI BEACH, Florida 33139.
It is anticipated that this corporation will be operated by the stockholders without a Board of Directors.

ARTICLE SEVEN: The name and address of each incorporator is:

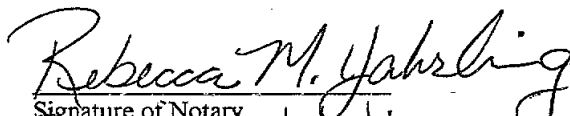
Matthew A. Posner, 650 WEST AVE., APT. 2210, MIAMI BEACH, Florida 33139

Executed by the undersigned at MIAMI BEACH, Florida this 22 day of April, 1999.


Matthew A. Posner

STATE OF FLORIDA ^{rev}
COUNTY OF ~~PALM BEACH~~ DADE

The foregoing instrument was acknowledged before me this 22 day of April, 1999, by Matthew A. Posner, who is personally known to me or who has produced _____ (type of identification) as identification and who did take an oath.


Signature of Notary
Rebecca M. Yahrling
Name of Notary (Print)



Rebecca M. Yahrling
MY COMMISSION # CC588502 EXPIRES
November 20, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
99 APR 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIDENT AGENT CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE.
THE FOLLOWING IS SUBMITTED.

FIRST--THAT

MP LAND DEVELOPMENT, INC.,

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT

650 WEST AVE., APT. 2210, MIAMI BEACH, FLORIDA 33139

NAMED

Matthew A. Posner,

LOCATED AT
650 WEST AVE., APT. 2210,
MIAMI BEACH, Florida 33139

ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FILED
99 APR 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE



CORPORATE OFFICER

TITLE President

DATE: April 22, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



RESIDENT AGENT

DATE: April 22, 1999