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JOSHUA D. MANASTER  
BOARD CERTIFIED REAL ESTATE LAWYER

June 25, 1999

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

FILED  
99 JUL -2 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100002922531--4  
-07/02/99--01077--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: M & R INVESTMENTS HOLDING INC.

To whom it may concern:

Enclosed please find Articles of Incorporation for the above captioned.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

JOSHUA D. MANASTER

JDM:aa  
Enclosure

JOSHUA MANASTER GAVE  
BY PHONE TO  
CORRECT NAME  
DATE 7-9-99  
DOC. EXAM CMC

C. GALLMON-CASE

JUL 09 1999

**ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. **Name.** The name of this corporation is M & R INVESTMENTS HOLDING INC.

2. **Duration.** The period of its duration is in perpetuity.

3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue 1,000 shares, all of one class, at .01 par value.

5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Joshua D. Manaster, Esquire 1428 Brickell Avenue, Miami, Florida 33131.

6. **Principal Office.** The principal office and mailing address of this corporation is 1428 Brickell Avenue, Eighth Floor, Miami, Florida.

7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

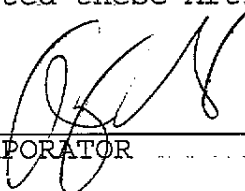
The names and addresses of the initial directors of this corporation are:

Joshua D. Manaster, Esquire, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131

8. **Incorporators.** The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation is:  
Joshua D. Manaster, Esquire, 1428 Brickell Avenue,  
Eighth Floor, Miami, Florida 33131.
9. **Amendments of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
10. **Non-resident Directors.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or bylaws so require.
11. **Preemptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

12. **Amendment of Articles of Incorporation.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a sixty-six (66) percent vote.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 24 day of June, 1999

  
INCORPORATOR

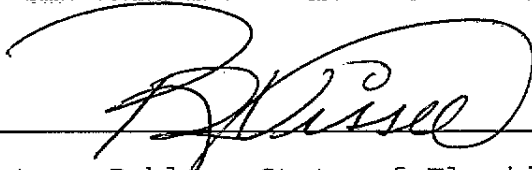
I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation.

  
REGISTERED AGENT

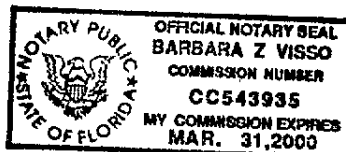
STATE OF FLORIDA )  
:  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared JOSHUA D. MANASTER, to me known to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of June, 1999.

  
Notary Public, State of Florida

My commission expires:



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