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A PROFESSIONAL ASSOCIATION

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P99 0000 73263
August 18, 1999

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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-08/17/99--01023--002
*****78.75 *****78.75

Re: M.Z. PROPERTIES, INC. and M.Z. PROPERTIES, L.L.C.

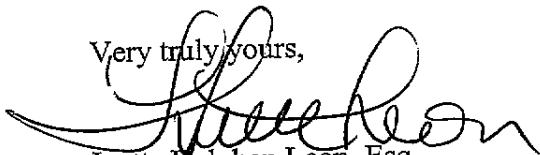
Dear Ms. Harvey:

Enclosed please find the Articles of Incorporation for M.Z. Properties, Inc. and the Articles of Organization for M.Z. Properties, L.L.C.. We have also enclosed our firm's checks in the amounts of \$78.75 and \$346.25 to cover the filing fees.

We would appreciate it if you would process these immediately and send us a confirmation that the documents were filed via fax.

Thank you for your assistance in this matter. Should you require any further information, please do not hesitate to contact our offices.

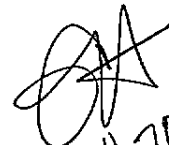
Very truly yours,


Ivette Halphen Leon, Esq.

:IHL
Enclosure

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\$70.00-FF
\$8.75-CC

ARTICLES OF INCORPORATION
OF
M.Z. PROPERTIES, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

M.Z. PROPERTIES, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the law of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Associates, P.A.
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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&P REGISTERED AGENT, INC.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI
MAILING ADDRESS AND PRINCIPAL OFFICE
OF THE CORPORATION

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles:

2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

ALBERTO RODRIGUEZ
C/O A&P REGISTERED AGENT, INC.

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

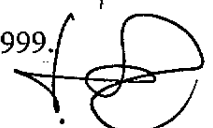
ALBERTO RODRIGUEZ
C/O A&P REGISTERED AGENT, INC.
2450 S.W. 137TH AVENUE
SUITE 226
MIAMI, FLORIDA 33175

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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 stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 13th day of August, 1999.



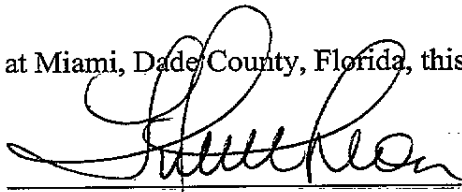
Alberto Rodriguez, Incorporator

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

BEFORE ME, a Notary Public, personally appeared ALBERTO RODRIGUEZ, to me known to be the person described as Incorporator and who executed the foregoing Articles of

Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 13th day of August, 1999.



Notary Public
State of Florida at Large

My Commission Expires:



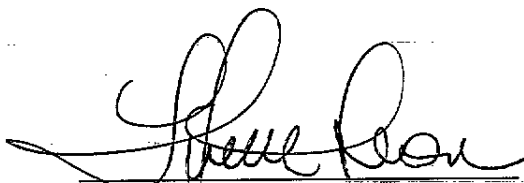
Ivette Halphen Leon
My Commission CC578258
Expires Aug. 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of M.Z. PROPERTIES, INC. the undersigned
accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by

Florida Statutes Section 607.325.

Dated this 13th day of August, 1999.



Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

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