

LAW OFFICES OF

RICHARD C. ENTIN

TEL: (954) 746-0000
FAX: (954) 746-0003
E-MAIL: rce048@aol.com

P99000094105

October 21, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

300003022503--8
-10/22/99-01081--018
*****70.00 *****70.00

Re: MANGROVE BAY DEVELOPMENT Group, Inc.

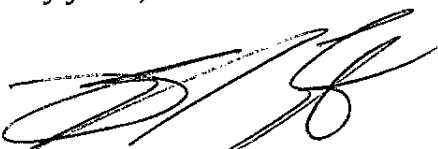
Gentlemen:

Enclosed herewith, please find my Trust check in the amount of \$70.00 representing the filing fee and the Registered Agent Fee for the above-referenced corporation.

I have also enclosed herewith an original and one copy of the Articles of Incorporation. Please conform my copy and return it to my office in the stamped, self-addressed envelope.

Thank you for your cooperation.

Very truly yours,

By: 
Richard C. Entin

RCE:ek
Encls.

Richard Entin GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 10/26/99
DOC. EXAM T.B.

FILED
99 OCT 22 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4300 N. UNIVERSITY DRIVE, SUITE D-202, FT. LAUDERDALE, FLORIDA 33351

1 T. Burch OCT 20 1999

**ARTICLES OF INCORPORATION
OF
MANGROVE BAY DEVELOPMENT GROUP, INC.**

FILED
99 OCT 22 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 shall be:

MANGROVE BAY DEVELOPMENT GROUP, INC.

The address of the principal office of this corporation shall be: 4300 N. University Drive, Suite D-202, Ft. Lauderdale, Florida 33351, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 4300 N. University Drive, Suite D-202, Ft. Lauderdale, Florida 33351, and the name of the initial registered agent of the corporation at that address is: Richard C. Entin, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually commencing upon the signing of these Articles.

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 have two (2) Directors initially. The name and street address of the initial members of the Board of Directors are:

MICHAEL GRANT
2140 N.W. 110th Avenue
Sunrise, Florida 33322

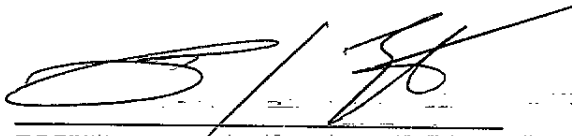
RITA GRANT
2140 N.W. 110th Avenue
Sunrise, Florida 33322

ARTICLE VII. INCORPORATOR

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

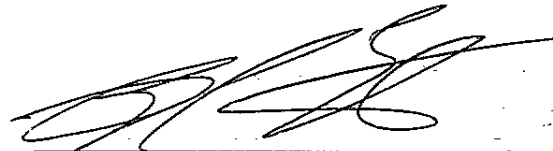
RICHARD C. ENTIN
4300 N. University Drive
Suite D-202
Ft. Lauderdale, Florida 33351

IN WITNESS WHEREOF, the undersigned has hereunto set my hand and seal
this 21st day of October, 1999.


RICHARD C. ENTIN

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Richard C. Entin 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.

A handwritten signature in black ink, appearing to read 'R. C. Entin', written over a horizontal line.

RICHARD C. ENTIN
REGISTERED AGENT