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FLORIDA PROFIT CORPORATION OR P.A.

MdFS, Inc.

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**ARTICLES OF INCORPORATION**

of

**MdFS, INC.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

**ARTICLE I**

**NAME**

The name of this Corporation is MdFS, INC.

**ARTICLE II**

**ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this Corporation is 2255 Glades Road, Suite 324 Atrium, Boca Raton, Florida 33431.

**ARTICLE III**

**EXISTENCE; DURATION**

The date of corporate existence shall be the date of acknowledgment of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV**

**GENERAL PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V**

**CAPITAL STOCK**

This Corporation is authorized to issue five thousand (5,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

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July 10, 2000 JLK

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**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2255 Glades Road, Suite 324 Atrium, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is David A. DeBenedictis.

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

David A. DeBenedictis                      2255 Glades Road, Suite 324 Atrium  
Boca Raton, Florida 33431

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**ARTICLE VIII  
INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE IX  
AMENDMENT**

The 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 12 day of July, 2000.



David A. DeBenedictis  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for MdFS, INC., at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



David A. DeBenedictis

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