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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

SUBJECT: MDN INVESTMENTS, INC.

EFFECTIVE DATE
08/25/00

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$78.75
Filing Fee
& Certificate

\$70.00
Filing Fee

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy,
& Certificate

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-08/23/00--01066--008
*****78.75 *****78.75

FROM:

Erika Rodenbostel

Erika Zipfel Rodenbostel
Riley & Associates, P.A.
4805 West Laurel Street, Suite 230
Tampa, Florida 33607

P14 8/28/00

ARTICLES OF INCORPORATION
OF
MDN INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

EFFECTIVE DATE
08/25/00

ARTICLE I

The name of this corporation is: **MDN INVESTMENTS, INC.**

ARTICLE II

The existence of the corporation shall begin on: **AUGUST 25, 2000.**

ARTICLE III

The street address of the principal office of the corporation is: **3811 W. Sligh Avenue, Tampa, Florida 33614.**

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is **one thousand (1,000)**, no par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is: **4805 West Laurel Street, Suite 230, Tampa, Florida 33607**. The initial registered agent for the corporation at that address is: **Steven P. Riley**.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:

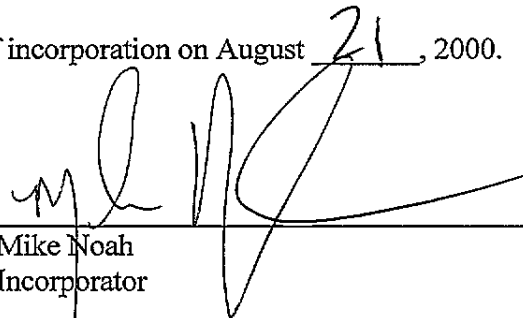
Name

Address

Mike Noah

**3811 West Sligh Avenue
Tampa, Florida 33614**

The undersigned has executed these articles of incorporation on August 21, 2000.



Mike Noah
Incorporator

WITNESSES:



Print Name: Erika Rodenbasiel
Address:

**RILEY & ASSOCIATES, P.A.
ATTORNEYS AT LAW
4805 W. LAUREL ST. SUITE 230
TAMPA, FLORIDA 33607**

Melissa Cropp

Print Name:

Address:

Melissa Cropp

RILEY & ASSOCIATES, P.A.
ATTORNEYS AT LAW
4805 W. LAUREL ST. SUITE 230
TAMPA, FLORIDA 33607

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

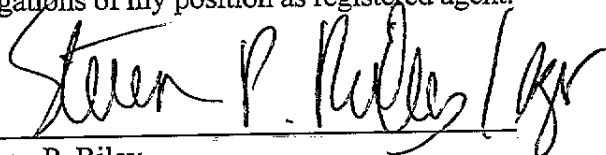
1. The name of the corporation is: **MDN INVESTMENTS, INC.**

2. The name and address of the registered agent and office is:

Steven P. Riley
4805 West Laurel Street, Suite 230
Tampa, Florida 33607

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Steven P. Riley

August 21, 2000