

LAW OFFICES OF
Ehrlich & Freedman, P.A.

3300 University Drive, Suite 501
Coral Springs, Florida 33065

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RICHARD EUGENE EHRlich
Member FL NY NJ & DC Bars

FORREST SCOTT FREEDMAN
Member FL NY MA & DC Bars

of Counsel
FRED EHRlich
Member NY Bar

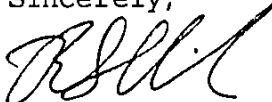
Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

To whom it may concern,

Enclosed please find Articles of Incorporation and filing fee of \$70.00. Please file and return in enclosed self-addressed stamped envelope. Please make effective date 9-15-97.

If you have any questions or the name is unavailable please contact me.

Sincerely,


Richard Ehrlich

NEW YORK OFFICE

LINCOLN BUILDING

60 East 42nd Street, 46th Floor

New York, New York 10165

TEL: (212) 370-5244

FAX: (212) 370-9145

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ARTICLES OF INCORPORATION OF
MD CAPITAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is MD CAPITAL, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of investments. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3300 University Drive Coral Springs, FL 33071 and the name of its initial registered agent at such address, is Ehrlich & Freedman, P.A.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

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MIKE LEEDS

The Principal Place of Business is

557604 Arbor Club Way, Boca Raton,
FL 33433

DOUG ZIMMERMAN

ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:


Name	Address
RICHARD EHRLICH	3300 University Drive Coral Springs, Fl 33071

Executed by the undersigned at 3300 University Drive, Suite 501, Coral Springs, FL on September 12, 1997.


RICHARD EHRLICH

Acceptance of Registered Agent Designated
In Articles of Incorporation

Ehrlich & Freedman, PA., having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the the obligations of registered agent under Section 607.0505, Florida Statutes.


Ehrlich & Freedman, PA.
By,
Richard Ehrlich

Dated 09/12/97
EHRLICH & FREEDMAN
By
RICHARD EHRLICH

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