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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

MDI Holdings, Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **MDI Holdings, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Delaware**

(State or country under the law of which it is incorporated)

3. **4592172**

(FBI number, if applicable)

4. **August 26, 2008**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082**

(Principal office address)

822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082

(Current mailing address)

8. **Any lawful purpose**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and ~~street address~~ of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: **Fallon M. Clements**

Office Address: **822 Highway A1A North, Suite 310**


Ponte Vedra Beach, Florida **32082**

(City)

(Zip code)

10. **Registered agent's acceptance:**

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



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORSChairman: Richard R. WillichAddress: 822 Highway A1A North, Suite 310
Ponte Vedra Beach, Florida 32082

Vice Chairman: _____

Address: _____

Director: Rudolf G. BickelAddress: 822 Highway A1A North, Suite 310
Ponte Vedra Beach, Florida 32082Director: G. Stephen BrownAddress: 822 Highway A1A North, Suite 310
Ponte Vedra Beach, Florida 32082**B. OFFICERS**President: Richard R. WillichAddress: 822 Highway A1A North, Suite 310
Ponte Vedra Beach, Florida 32082Vice President: Theodore R. WillichAddress: 822 Highway A1A North, Suite 310
Ponte Vedra Beach, Florida 32082Secretary: Daniel L. StollAddress: 822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082Treasurer: Fallon M. ClementsAddress: 822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Richard R. Willich, President

(Typed or printed name and capacity of person signing application)

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ADDENDUM

12. Directors (continued)

Director: Lynn Caruthers
Address: 822 Highway A1A North, Suite 310
Ponte Vedra Beach, FL 32082

Director: Carl Wesely
Address: 822 Highway A1A North, Suite 310
Ponte Vedra Beach, FL 32082

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MDI HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MDI HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4592172 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6886891

DATE: 10-01-08

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