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FLORIDA PROFIT CORPORATION OR P.A.

MDM GROUP, INC.

Certificate of Status	0
Certified Copy	1
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(A)

ARTICLES OF INCORPORATION OF

MDM GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

MDM GROUP, INC.

The principal place of business of this corporation shall be: 14322 S.W. 96 LANE
MIAMI, FLORIDA 33186

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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 in any one time is 100 shares of common stock having \$1.00 per value per share, all of one class.

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 304
Miami, Florida 33133
Attorney State License # 236901
(305) 446-1151

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 14322 S. W. 96 LANE, MIAMI, FLORIDA 33186 and the name of the initial registered agent of the corporation at that address is: HAYDEE LEONOR CARPY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The corporation shall have board of directions consisting of no less than one director. The initial Board of Directors shall be:

HAYDEE LEONOR CARPY, PRESIDENT

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: HAYDEE LEONOR CARPY 14322 S.W. 96 LANE, MIAMI, FLORIDA 33186.

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 28th day of July 2,000 for the purpose of forming this Corporation under the laws of the State of Florida.

Haydee L. Carpy
HAYDEE LEONOR CARPY, PRESIDENT

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal this 28th day of July 2000.

Haydee L. Carpy
HAYDEE LEONOR CARPY
REGISTERED AGENT

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