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November 22, 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of **MDL HOLDING, INC.**

Dear Sir or Madam:

I am enclosing the Articles of Incorporation for the above named corporation. Kindly file the Amended and Restated Articles with Division, and return a certified copy for the Article of Incorporation to the undersigned via mail in the enclosed envelope we have provided for your convenience. We have enclosed a check in the amount of \$78.75 to cover the fees charged for filling and returning a certified copy to our office at 605 North Riverside Drive, #16, Pompano Beach, Florida 33062.

If you have any questions, please do not hesitate to contact me.
Thank you for your assistance in this matter.

Very truly yours,

Maria Vostretsova


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**ARTICLES OF INCORPORATION
OF
MDL HOLDING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be: **MDL HOLDING, INC.** 623 N.E. 5th Terrace, Fort Lauderdale, Florida 33304-4643.

ARTICLE II

This Corporation may engage in business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized and the characteristics of such stock shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
100	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board or Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be **MDL HOLDING, INC.,** 623 N.E. 5th Terrace, Fort Lauderdale, Florida 33304-4643 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be David Lane.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

Name	Address
David Lane	623 NE 5 th Terrace Fort Lauderdale, Florida 33304-4643

ARTICLE VIII

The name and address of the incorporation is **MDL HOLDING, INC.,** 623 N.E. 5th Terrace, Fort Lauderdale, Florida 33304-4643.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are peculiarly or otherwise interested in, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm

is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officers of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such other corporation, or not so interested.

ARTICLES X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this Twenty Second day of November, 2000.


David Lane

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following
is submitted:

First – That **MDL HOLDING, INC.** desiring to organize under the
laws of the State of Florida, has named David Lane as its statutory
registered agent.

Having been named the statutory agent of the above
Corporation at the place designated in this Certificate, I hereby accept
the same and agree to act in this capacity, and agree to comply with
the provisions of Florida law relative to keep the registered office open.

Dated this twenty second day of November 2000.



David Lane
Registered Agent

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