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AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

April 5, 2001

Via Federal Express 8256 9165 8638
Return Federal Express 82569165 8627
Secretary of State
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

FILED
01 APR -9 AM 7:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-04/03/01-01120-005
*****78.50 *****78.50

RE: **Incorporation of MDM GROUP HOLDINGS LTD., INC.**
File Number 6-606-1

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed Federal Express envelope. Thank you for your assistance with this matter.

Very truly yours,



Michael I. Kotler

MIK/mek
Enclosures

T. Surin APR 12 2001

ARTICLES OF INCORPORATION

OF

MDM GROUP HOLDINGS LIMITED, INC.

ARTICLE I

NAME

MDM GROUP HOLDINGS LIMITED, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and/or operate and/or lease vehicles and/or vessels.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1012 East Broward Boulevard, Fort Lauderdale, Florida 33301. The initial registered agent of this corporation is MICHAEL I. KOTLER, ESQUIRE with his address at Schwartz, Gold, Cohen, Zakarin & Kotler, P.A., 54 SW Boca Raton Blvd., Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Name	Address
Mickey Markoff	1012 East Broward Boulevard Ft. Lauderdale, Florida 33301

ARTICLE VII

AMENDMENT

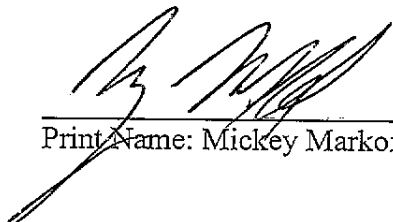
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

MICKEY MARKOFF

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5TH day of April, 2001.



Print Name: Mickey Markoff

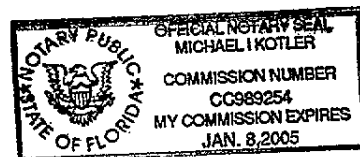
STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 5 day of April, 2001, by MICKEY MARKOFF, who is personally known to me (or who has produced _____ as identification) and who did take an oath.



Notary Public, State of Florida

(SEAL)



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MDM GROUP HOLDINGS LIMITED, INC. , is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of FORT LAUDERDALE, County of BROWARD, State of FLORIDA has named MICHAEL I. KOTLER, ESQUIRE, located at Schwartz, Gold, Cohen, Zakarin & Kotler, P.A., 54 SW Boca Raton Blvd., Boca Raton, Florida 33432, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Print Name: Michael I. Kotler
(Registered Agent)

FILED
01 APR -9 AM 7:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA