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HENRY P. TRAWICK, P.A.
P.O. Box 4009
Sarasota, Florida 34230
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PROFIT CORPORATION TRANSMITTAL:

Re: M & D Properties, Inc.

Date: April 19, 2001

Enclosed are the original and copy of proposed articles of incorporation with our check for your fees computed as:

Filing fee	\$	35.00
Certified Copy	\$	8.75
Registered agent	\$	35.00

Please certify the copy and return it to us.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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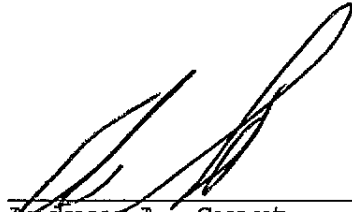
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SARASOTA M & D PROPERTIES, INC.
ARTICLES OF INCORPORATION

BY THESE ARTICLES the incorporator forms a corporation under the Business Corporations Act:

1. NAME. The name of this corporation is SARASOTA M & D PROPERTIES, INC.
2. PRINCIPAL OFFICE. The address of the principal office of this corporation is 5457 Ashley Parkway, Sarasota, Florida 34241 and its mailing address is the same.
3. CAPITAL STOCK. This corporation is authorized to issue one class of common stock comprising 1,000 shares of common stock with a par value of \$10.00 and unlimited voting rights that are entitled to receive the net assets of the corporation on dissolution.
4. REGISTERED AGENT. The initial registered agent for the corporation is Andrew A. Swart and the initial registered office is located at 5457 Ashley Parkway, Sarasota, Florida 34241.
5. INCORPORATOR. The name and street address of the incorporator is Andrew A. Swart, 5457 Ashley Parkway, Sarasota, Florida 34241.

DATED on April 2, 2001.



Andrew A. Swart

01 APR 23 AM 10:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN APPOINTED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the appointment. The undersigned is familiar with, and accepts, the obligations of registered agent for the corporation.



Andrew A. Swart