

PO1000042790

H. STEVEN JOHNSON III

CERTIFIED PUBLIC ACCOUNTANT

4555 DARDANELLE DRIVE

ORLANDO, FL 32808-3831

407-578-0000

April 24, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/26/01--01072--013
*****78.75 *****78.75

Re: New Filing for MPD Partners, Inc.

Enclosed please find the following:

Articles of Incorporation
Acceptance of Registered Agent

Check for Filing Fees:

\$ 35.00	Filing Fees
\$ 35.00	Registered Agent Designation
\$ 8.75	Certified Copy
\$ 78.75	Check

2001 APR 26 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

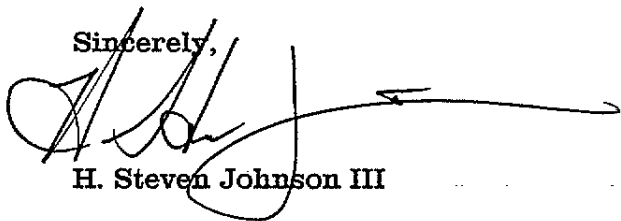
FILED

If you have any further requirements please fax request to:

H. Steven Johnson III
407-578-0003

Thank you for your anticipated courtesies extended in this regard.

Sincerely,



H. Steven Johnson III

4/27/01

EFFECTIVE DATE

10/1/01

FILED

ARTICLES OF INCORPORATION

2001 APR 26 PM 2:40

OF

MPD PARTNERS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is MPD PARTNERS, INC.

ARTICLE II

The duration of this corporation shall be perpetual. The date and time of the commencement of the corporate existence shall begin upon registration by the Department of State or June 1, 2001, whichever date comes first.

ARTICLE III

The purpose of this corporation shall be any and all lawful business purposes as set forth by Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue shall be 100 shares of common stock. Each share shall have the par value of \$ 1.00 per share and shall consist of one class only.

ARTICLE V

The street and mailing address of the initial principal office of this corporation is 4555 Dardanelle Drive, Orlando, FL 32808-3831.

ARTICLE VI

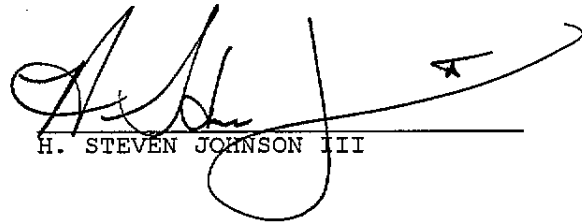
The initial registered agent of this corporation shall be H. STEVEN JOHNSON III, 4555 Dardanelle Drive, Orlando, FL 32808-3831.

ARTICLE VII

The number of directors constituting the initial board of directors of this corporation shall be one (1). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and street address of the director of this corporation who shall hold office for the first year or until his/her successor is chosen, shall be: H. STEVEN JOHNSON III, 4555 Dardanelle Drive, Orlando, FL 32808-3831.

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is: H. STEVEN JOHNSON III, 4555 Dardanelle Drive, Orlando, FL 32808-3831.

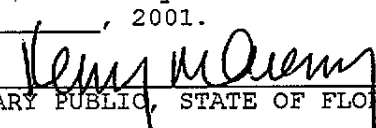

H. STEVEN JOHNSON III

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared H. STEVEN JOHNSON III who is personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of APRIL, 2001.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



Kerry M. Avery
Commission #DD 010518
Expires April 29, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

I, H. STEVEN JOHNSON III, do hereby accept the office of
Registered Agent of the corporation known as MPD PARTNERS, INC.

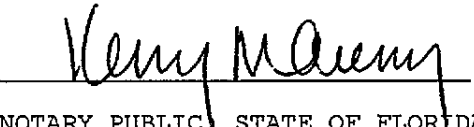

H. STEVEN JOHNSON III

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned officer, duly authorized in the State
and County aforesaid to administer oaths and take acknowledgments,
personally appeared H. STEVEN JOHNSON III known to me to be the person
described as the Registered Agent of the corporation known as MPD
PARTNERS, INC. and he acknowledged before me that he executed the same
for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last
aforesaid this 24TH day of April, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Kerry M. Avery
Commission # DD 010518
Expires April 29, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
2001 APR 26 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA