

KELLEY A. BOSECKER*
CHARLES H. CARVER
BRET HAMLIN
R. REID HANEY
RONALD G. HOCK
WILLIAM KALISH*
JENNIFER L. MYERS
JONATHAN W. NEWLON
LAURIE L. PUCKETT
KIRSTEN L. REKART
ROGER J. ROVELL
WILLIAM R. SWINDLE*
R. DENNIS TWEED
AUGUST M. VAN ERPOER
ALTON G. WARD
ROBERT S. WILLIAMS

KALISH & WARD
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

4100 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602-5152

TELEPHONE: (813) 222-8700
FACSIMILE: (813) 222-8701

PLEASE REPLY TO:
P.O. BOX 71
TAMPA, FLORIDA 33601-0071

PO1000048120

*BOARD CERTIFIED TAX LAWYER
*BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER

VIA CERTIFIED MAIL# 7106 4575 1292 0198 5684

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: **MDR Sales & Leasing, Inc.**
Our File No. 1982.01-2578

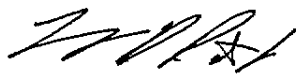
Dear Sir or Madam:

Enclosed please find duplicate original Articles of Incorporation of MDR Sales & Leasing, Inc. and Acceptance of Service as Registered Agent, for filing.

Please obtain a certified copy and certificate of status and send the confirming certified copy, certificate of status and a date stamped original of the Articles of Incorporation and Acceptance of Service as Registered Agent to us by regular mail in the enclosed stamped, self-addressed envelope. I enclose our firm's check in the amount of \$87.50 made payable to the Florida Department of State to cover your costs for this service.

Thank you for your prompt attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,



Tommy D. Permenter, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TDP
Enclosures
134802

MAY 15 2001

**ARTICLES OF INCORPORATION
OF
MDR SALES & LEASING, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **MDR Sales & Leasing, Inc.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be 9146 Blair Moore Road, Tampa, Florida 33635.

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

Ten thousand (10,000) shares of common stock, par value \$0.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for

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TALLAHASSEE, FLORIDA

each share of Common Stock. There shall be no cumulative voting in the election of directors.

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 9146 Blair Moore Road, Tampa, Florida 33635 and the initial registered agent of this corporation at such office shall be **DON T. RHOTEN**. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Don T. Rhoten	9146 Blair Moore Road, Tampa, Florida 33635

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Don T. Rhoten	9146 Blair Moore Road, Tampa, Florida 33635

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter

prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 30 day of April, 2001.




Don T. Rhoten

MDR SALES & LEASING, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **DON T. RHOTEN**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 30 day of April, 2001.



Don T. Rhoten

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