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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0381

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
Fax Number : (561) 686-5442

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FLORIDA PROFIT CORPORATION OR P.A.

MDVD, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
MDVD, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation shall be:

MDVD, INC.

**ARTICLE II
ADDRESS**

The principal office and the mailing address of the Corporation is:

4699 Forest Lane
Lake Worth, Florida 33463

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

William J. Romanos, Esquire (Florida Bar No. 0163244)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, Florida 33401
Phone: (561) 686-3307

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1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE V
BOARD OF DIRECTORS

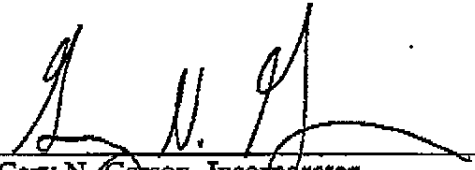
The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the Corporation shall be established and regulated by the Bylaws.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Gary N. Gerson	1645 Palm Beach Lakes Blvd., Suite 1200 West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 14th day of September, 2001.

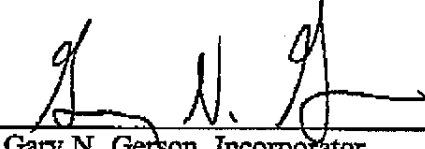
By: 
Gary N. Gerson, Incorporator

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DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MDVD, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Blvd., Suite 1200, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Gary N. Gerson, Registered Agent

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