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FILED
2002 MAR 25 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 491819 5011958

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : March 25, 2002

ORDER TIME : 12:40 PM

ORDER NO. : 491819-005 **FILE FIRST**

CUSTOMER NO: 5011958

CUSTOMER: Ms. Tina L. Hegstrom
Greenspoon Marder Hirschfeld
Rafkin Ross & Berger, P.a.
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

900005154433-4

DOMESTIC FILING

NAME: MADISON CAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
02 MAR 25 PM 1:49
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

JS 3/25/02

**ARTICLES OF INCORPORATION
MADISON CAY, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME AND ADDRESS

The name of the corporation is Madison Cay, Inc. and the address of its principal place of business is 615 Crescent Executive Court, Suite 120, Lake Mary, Florida 32746.

ARTICLE II - DURATION

The corporate existence of the corporation shall commence on the date of filing these Articles with the office of the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III - PURPOSE

The purpose for which the corporation has been formed is as follows: To engage in and transact any or all lawful business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is one hundred (100) shares of Common Stock having a par value of one dollar (\$1.00) per share.

ARTICLE V- REGISTERED AGENT AND REGISTERED OFFICE

The street address of the corporation's registered office is Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.; 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801 and the name of the corporation's registered agent at such address is N. Dwayne Gray, Jr.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial board of directors shall be three (3) and thereafter the number of directors shall be such number (one or more) as is fixed from time to time in the bylaws of the Corporation.

ARTICLE VII - INCORPORATOR

The name and address of the corporation's sole incorporator is N. Dwayne Gray, Jr., 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801.

ARTICLE VIII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including, but not limited to the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his or her being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE IX - AMENDMENT TO ARTICLES

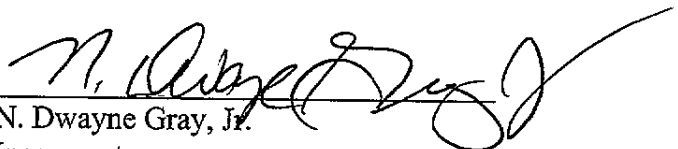
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

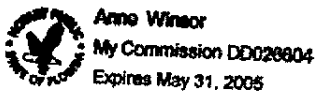
IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned this 22nd day of March, 2002.


N. Dwayne Gray, Jr.
Incorporator

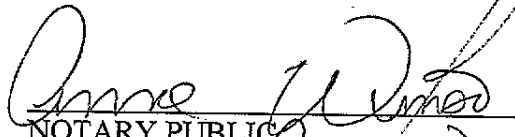
STATE OF FLORIDA)
) S.S.:
COUNTY OF ORANGE)

BEFORE ME, the undersigned Notary Public, personally appeared N. Dwayne Gray, Jr., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

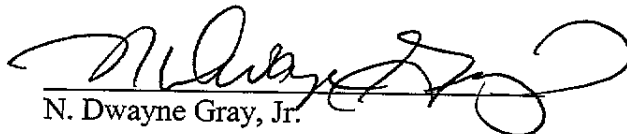
WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of March, 2002.



(Notary Stamp)


NOTARY PUBLIC
Printed Name: Anne Winsor
My Commission expires: _____

Acceptance of designation as Registered Agent: N. Dwayne Gray, Jr. does hereby accept the foregoing designation as registered agent for the corporation for service of process as to the above corporation, 135 West Central Blvd., Suite 1100, Orlando, Florida 32801.


N. Dwayne Gray, Jr.