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LAW OFFICES OF
RONALD L. DAVIS, P.A.

SUITE 407
SKYLAKE STATE BANK BUILDING
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

TELEPHONE (305) 940-2352
TELEX 8080-01

March 29th, 2002

Corporate Records Bureau
Division of Corporations
Dept. of State
P.O. Box#6327
Tallahassee, Fl. 32301

200005179252--9
-04/01/02--01041--013
*****87.00 *****87.00

RE: M.D.F.C., INC.

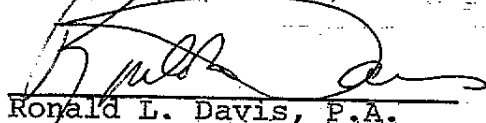
Dear Sir,

Please find enclosed the original and one copy of the Articles of Incorporation for the above newly formed Florida Corporation to be filed in your office.

I am also enclosing my Trust Account Check in the sum of 87.50 to cover the cost of filing and request the return of a certified copy of the filing with your office.

Thanking you for your usual cooperation, I remain,

Very Truly Yours,


Ronald L. Davis, P.A.

RLD/wb
enc.

FILED STATE
SECRETARY OF CORPORATIONS
02 APR 17 AM 11:18

4-17-02
~~1154~~
WC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2002

RONALD L. DAVIS, ESQ.
1550 NE MIAMI GARDENS DR.
N. MIAMI BCH, FL 33179

SUBJECT: M.D.F.C., INC.
Ref. Number: W02000009581

We have received your document for M.D.F.C., INC. and your check(s) totaling \$87.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 902A00020085

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, here by adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:
MERENDA, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

93 NW 99TH STREET
MIAMI SHORES, FLORIDA 33150

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES NO PAR VALUE (1000)

ARTICLE IV

INITIAL REGISTERED AGENT
AND STREET ADDRESS

The name and address of the initial registered agent is:

RONALD L. DAVIS, ESQ.
SUITE 407, KISLAK NATIONAL BANK BLDG.
1550 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

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ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

TONY MERENDA
93 N.W. 97TH STREET
MIAMI SHORES, FLORIDA 33150

The undersigned incorporator(s) have executed these Articles of Incorporation this 29TH day of MARCH, 2002.


TONY MERENDA Signature

Signature

Signature

NOTE: Affixing an Officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

MERENDA, INC.

2. The name of the registered agent and office is:

RONALD L. DAVIS, ESQ.
SUITE 407
KISLAK NATIONAL BANK BLDG.
1550 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

3/29/02
Date