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Mahon & Farley, P.A.

ATTORNEYS AT LAW

LACY MAHON
(1891-1968)

HARRY B. MAHON**

JOSEPH S. FARLEY, JR.*

*CERTIFIED FAMILY MEDIATOR

*CERTIFIED CIRCUIT MEDIATOR

FILED

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350 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32208
TALLAHASSEE, FLORIDA

TELEPHONE
(904) 354-4300

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April 1, 2002

Honorable Katherine Harris
Secretary of State
Division of Corporations
PL02 The Capitol
Tallahassee, FL 32399-0250

400005192074--8
-04/04/02--01046--004
*****78.75 *****78.75

Re: MDC, INC.

Dear Ms. Harris:

Please find enclosed the original and one (1) copy of the Certificate of Incorporation of MDC, INC., together with our firm's check in the amount of \$78.75 to cover the following:

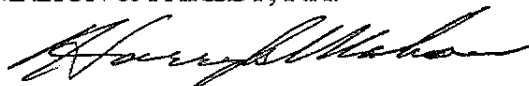
Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00

Would you please be kind enough to cause the Certificate of Incorporation to be filed and return the Certified Copy to the undersigned at the address shown above.

Thank you for your consideration in this matter.

Sincerely,

MAHON & FARLEY, P.A.



HARRY B. MAHON

HBM/am
Enc.

W02/0126

D. WHITE APR 18 2002

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 10, 2002

HARRY B. MAHON, ESQUIRE
350 E ADAMS STREET
JACKSONVILLE, FL 32202

SUBJECT: MDC, INC. ^{innovations}
Ref. Number: W02000010126

We have received your document for MDC, INC. and your check(s) totaling \$78.75. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 402A00021302

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION
OF
MDC INNOVATIONS, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607, Florida Statutes Annotated, do hereby adopt and make this Certificate of Incorporation.

ARTICLE I.

The name of the Corporation shall be:

MDC INNOVATIONS, INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on are: To do any all things herein mentioned as fully and to the same extent as natural persons might or could do, vis:

(a) To carry on and conduct a business of purchase and sale of motor vehicles at wholesale or retail and any activities incident thereto.

(b) To carry on, conduct and engage in any business incident to the above.

(c) To make advances and loans of money and credits and to receive, accept, hold, collect and pay out deposits of money; to issue, receive, accept, hold, collect, assign and transfer debts, evidence of debts, contracts, covenants and specialties, to receive and accept mortgages on real estate and interests in land and collateral and other forms of security for money advanced and loaned by or due or owing to said corporation; to borrow money and secure the same by the issuance of bonds, notes, mortgages, and all other forms of security; to make, enter into, purchase, transfer and assign any and all kinds of contracts, agreements, bonds, notes or obligations; to make, enter into, and perform contracts of any kind with any firm, person, association or corporation; to hold and to sell or assign any interest in real estate.

(d) To have, possess, exercise and enjoy all the rights, privileges and powers incidental to any or all of the foregoing businesses which are necessary or convenient for the full and complete exercise and performance of the same; to have, exercise and enjoy all the rights, powers and privileges incident to corporations organized and existing under the laws of the State of Florida.

ARTICLE III.

The amount of capital stock of this corporation shall be Five Hundred (500) shares of

common stock of One Dollar (\$1.00) per share par value. All of said stock shall be payable in cash and/or payable in property, labor or services at a just valuation thereof to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV.

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V.

The principal place of business of said corporation shall be 8435 Alton Avenue, Jacksonville, Duval County, Florida 32211, with branches at such other place or places within or without the United States of America as the stockholders may from time to time determine and resolve.

ARTICLE VI.

The management of this corporation shall be conducted by the officers elected by the stockholders.

ARTICLE VII.

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares of stock which they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
MICHAEL R. GREGORY	4425 Harbor Island Drive Jacksonville, FL 32225	500	\$ 500.00

ARTICLE VIII.

The names and post office addresses of the officers of this corporation who will hold office on the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are as follows:

President/Vice President/ Secretary /Treasurer	Michael R. Gregory	4425 Harbor Island Drive Jacksonville, FL 32225
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ARTICLE IX.

The initial Board of Directors shall consist of One (1) member who shall be appointed by the Stockholders. Additional directors may be appointed by the stockholders as provided in the corporate bylaws.

ARTICLE X.

The Registered Agent of this Corporation shall be Ralph N. Gregory, 1131 E. Montego Road, Jacksonville, FL 32216.

ARTICLE XI.

The named stockholders shall make and adopt the corporate By-Laws under which the corporation shall operate until the first annual meeting of the stockholders, at which time the stockholders shall either amend or adopt the By-Laws as the permanent By-Laws of the corporation and officers shall be elected and qualify. The officers of the corporation shall be a President, Vice President, Secretary/Treasurer.

ARTICLE XII.

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any officer of this corporation is interested in, or is an officer of, such other corporation, and any officer, individually or jointly, may be a party to or may be interested in, any contract or transaction of the corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any officer of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

The undersigned, being one of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business within and without the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and to agree to take the number of shares of stock hereinbefore set forth and accordingly have hereunto set my hand and seal, this 13 day of April, 2002.



MICHAEL R. GREGORY

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared MICHAEL R. GREGORY, who is personally known to me and who acknowledged the said aforesaid Certificate to be his act and deed, and being first duly sworn, states that the facts therein set forth are true and correct.

GIVEN under my hand and seal of office, this 13th day of April, 2002.



Notary Public, State of Florida at Large
My Commission Expires:
My Commission No.:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT MDC INNOVATIONS, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF Jacksonville, STATE OF FLORIDA, HAS NAMED
RALPH N. GREGORY, LOCATED AT 1131 E. Montego Road, Jacksonville, FL 32216,

(STREET ADDRESS AND NUMBER OF BUILDING)
(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF JACKSONVILLE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: 
(CORPORATE OFFICER)

TITLE: President/VP/Secretary/Treasurer

DATE: April 13, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Ralph N. Gregory
DATE: April 13, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA