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The Law Offices of

Abel and Halleran

A Partnership of Professional Associations

Larry S. Abel & Assoc., PA.

Robert B. Halleran & Assoc., PA.

July 17, 2002

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. 6327
Tallahassee, FL 32314

RE: M.D.M. Properties, Inc.
Our File No. 02-2732-RBH

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation. Please file the original and forward the copy to our office. We have enclosed our check in the amount of \$78.75, for the filing fee, as well as a self-addressed pre-stamped envelope for your mailing convenience.

Thank you for your attention regarding this matter.

Very truly yours,


Robert B. Halleran, Esq.
RBH:sh

Encl.

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02 JUL 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
M.D.M. PROPERTIES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is **M.D.M. PROPERTIES, INC.**

**ARTICLE II
NATURE OF BUSINESS**

The nature of this business is to transact any and all activities legally permissible under the laws of the State of Florida or the United States, either by statute or as may exist by common law at the time of the filing of these Articles or as may be extended from time to time.

**ARTICLE III
AUTHORIZED SHARES**

The capital stock authorized the par value thereof, and the characteristics of such stocks shall be of follows:
1,000 shares at a \$1.00 par.

The capital stock may be paid for in money, property, labor or other services, at a just value to be fixed by the incorporators or by the directors at a meeting calling for such purpose.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than \$500.00.

**ARTICLE V
TERMS OF EXISTENCE**

This Corporation is to exist perpetually unless sooner dissolved by law.

ARTICLE VI
INITIAL STREET ADDRESS

2732 N.E. 10th Terrace
Wilton Manors, Florida 33334

ARTICLE VII
DIRECTOR(S)

This corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VIII
INITIAL DIRECTORS

The name and post office addresses of the members of the first Board of Directors:

Marcello DiMaria
2732 N.E. 10th Terrace
Wilton Manors, Florida 33334

ARTICLE IX
INCORPORATORS

The name and post office address of each incorporator

to these Articles of Incorporation is:

Marcello DiMaria
2732 N.E. 10th Terrace
Wilton Manors, Florida 33334

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TALLAHASSEE, FLORIDA

ARTICLE X
AMENDMENT

The Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XI
DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be the date of filing.

ARTICLE XII
RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **M.D.M. PROPERTIES, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Pembroke Pines, Florida has named **ROBERT B. HALLERAN, ESQ.** as its agent to accept service of process within this State. Resident Agent's address: 1920 East Hallandale Beach Boulevard, Suite 803. Hallandale, Florida 33009.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

ROBERT B. HALLERAN, Esquire

IN WITNESS WHEREOF, I, the undersigned being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation Law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock

hereinabove set forth, and accordingly have hereunto set my hand and seal this 12th day of July, 2002, at Hallandale, Florida.

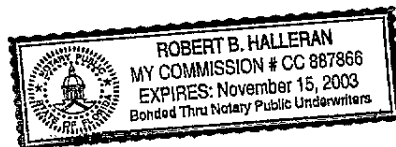
Marcello DiMaria
MARCELLO DiMARIA

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this 12th day of July, 2002 personally appeared MARCELLO DiMARIA, well known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation, and he acknowledges to and before me that he executed the same for the purposes expressed herein.

Robert B. Halleran
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:



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TALLAHASSEE, FLORIDA