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CR2E031(7/97)

ARTICLES OF INCORPORATION M&D Holdings, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida business C_{0L} poration Act, hereby adopts the following articles of incorporation.

ARTICLE I

The name of the Corporation shall be: M&D Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

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

2882 Forbes St. Jacksonville, Florida 32205

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1500 at \$0.01 par value per share.

ARTICLE IV INITIAL DIR<u>ECTORS</u>

The name(s) and address(s) of the initial Director(s) is/are:

Marshan Dickinson 2882 Forbes St. Jacksonville, Florida 32205

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Marshan Dickinson 2882 Forbes St. Jacksonville, Florida 32205

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Nellie Akalp 30141 Agoura Rd., Suite 205 Agoura Hills, California 91301

Nellie Akalp, Incorporator

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.

Marshan Dickinson, Registered Agent