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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

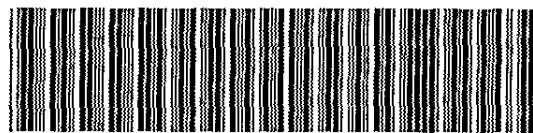
(Business Entity Name)

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SECTION OF SECURITY
REGISTRATION
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MC

LAW OFFICES

THOMAS J. WOOLLEY, JR.
PROFESSIONAL ASSOCIATION
FIRST FINANCIAL PLAZA, SUITE 408
639 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33435

MAILING ADDRESS:
POST OFFICE BOX 1457
BOYNTON BEACH, FLORIDA 33425

TELEPHONE (561) 737-4818
TELECOPIER (561) 737-4819

February 24, 2003

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

RE: M & D Investment Resources, Inc.

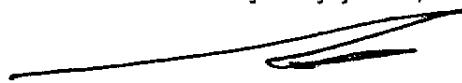
Dear Sir or Madam:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$70.00 representing the filing fee.

After filing, please forward to my office a copy of the Articles of Incorporation in the envelope provided.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



Thomas J. Woolley, Jr.

TJW/ah

Enclosures

ARTICLES OF INCORPORATION
OF
M & D INVESTMENT RESOURCES, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **M & D INVESTMENT RESOURCES, INC.**

ARTICLE II - DURATION

This corporation is to exist perpetually commencing at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting all business which may be permitted under the laws of the State of Florida and approved by the Board of Directors.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares common stock at \$1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6918 Dearborn Place, Boynton Beach, Florida 33437. The name of the initial registered agent of this corporation is DYLAN PELCHAT. The principal office and/or mailing address of the corporation is 6918 Dearborn Place, Boynton Beach, Florida 33435.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director.

The name and address of the initial director of this corporation are:

DYLAN PELCHAT
6918 Dearborn Place
Boynton Beach, FL 33437

VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

DYLAN PELCHAT
6918 Dearborn Place
Boynton Beach, Florida 33437

ARTICLE IX - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of February, 2003.



DYLAN PELCHAT

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

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

First--that **M & D INVESTMENT RESOURCES, INC.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boynton Beach, County of Palm Beach, has named 6918 Dearborn Place, Boynton Beach, Florida 33437, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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.



DYLAN PELCHAT

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FLORIDA SECRETARY OF STATE
REGISTRATION OF CORPORATIONS