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04 JAN 14 AM 8:18
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TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: MRAD PROPERTIES, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee

FROM: Robert K. Smith
1306 Richmond Road
Winter Park, FL 32789
(407) 682-1525

ARTICLES OF INCORPORATION
OF
MRAD PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY:

FIRST: That I the subscriber, Robert K. Smith, whose post office address is 1306 Richmond Road, Winter Park, FL 32789, being at least twenty-one years of age, do hereby act as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Florida.

SECOND: The name of the corporation (which is hereinafter called corporation) is:
MRAD PROPERTIES, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the business of buying, selling and developing real estate, including, but not limited to the following: to enter into contracts and to own property and to do everything ordinarily done by those engaged in the aforementioned line of business, and to engage in any other lawful purpose and/or business; and

(b) To do anything permitted by Chapter 607 of the Florida Statutes, as amended from time to time.

(c) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

(d) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects for the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles,

conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The post office address of the principle office of the corporation in this State is: 1306 Richmond Road, Winter Park, FL 32789. The resident agent of the corporation in this State is Robert K. Smith, whose post office address is 1306 Richmond Road, Winter Park, FL 32789. Said resident agent is a citizen of the State of Florida and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is Five Thousand (5,000) shares of no-par stock, all of one class, having an aggregate par value of zero dollars (\$-0-).

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, and the name of the director who shall act until the first meeting or until his successor is duly chosen and qualified is Robert K. Smith, whose post office address is 1306 Richmond Road, Winter Park, FL 32789..

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, whether now or hereafter authorized.

(b) No contract or other transaction between the Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(d) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extend and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: Notwithstanding any provisions of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation of the Corporation in a share exchange (as defined in Section 3-103 of the Corporations and Associations Article of the Annotated Code of Florida, as amended) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

TENTH: (a) as used in this Article TENTH, any word or words that are defined in Chapter 607 of the Florida Statutes, or its successor section, as amended from time to time (the Indemnification Section) shall have the same meaning as provided in the Indemnification Section;

(b) the Corporation shall indemnify its present or former officers or directors in connection with any proceeding to the fullest extent permitted by and in accordance with the Indemnification Section;

(c) with respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent that a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section as presently enacted, the Corporation shall not indemnify such corporate representative other than a present or former director or officer unless and until it shall have been determined and authorized in the specific case by (1) an affirmative vote at a duly constituted meeting of the Board of Directors who are not parties to the proceeding; or (2) an affirmative vote, at a duly constituted meeting of a majority of all of the votes cast by the stockholders who were not parties to the proceeding that the indemnification of such corporate representatives other than a present or former officer or director is proper under the circumstances.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power.

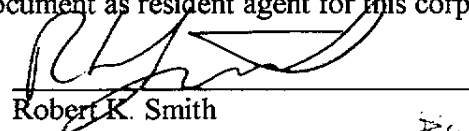
TWELFTH: These Articles of Incorporation shall be effective the Thirteenth (13th) Day of January, 2004.

IN WITNESS WHEREOF, I have signed these Articles and acknowledge same to be my act on the 12 day of January, 2004.


Witness


Robert K. Smith

I hereby consent to my designation in this document as resident agent for this corporation.


Robert K. Smith

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