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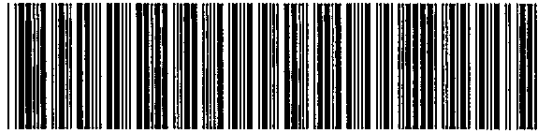
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FIL 7D  
04 JUN -7 PM 2:00  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**RECEIVED**  
**04 JUN -7 AM 11:49**  
**DEPARTMENT OF STATE**  
**ADMINISTRATIVE SERVICES**

6/1/2004

**DEPARTMENT OF STATE**  
**DIVISIONS OF CORPORATIONS**  
**P.O. BOX 6327**  
**TALLAHASSEE, FL. 32314**

**SUBJECT: MD FUNDING, INC.**  
ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND A  
CHECK FOR \$70.00

**FROM: S. MICHAEL DEARMAN**  
267 SILK BAY PLACE  
LONGWOOD, FLORIDA 32750

**ARTICLES OF INCORPORATION  
MD FUNDING, INC.  
A FLORIDA CORPORATION  
OF**

**FILED  
04 JUN -7 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE I**

THE NAME OF THE CORPORATION IS: **MD FUNDING, INC.**

**ARTICLE II**

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE III**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

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#### **ARTICLE IV**

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE

S. MICHAEL DEARMAN  
267 SILK BAY PLACE  
LONGWOOD, FLORIDA 32750

#### **ARTICLE V**

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK AT ONE DOLLAR (\$1.00) PAR VALUE. ALL OR ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

#### **ARTICLE VI**

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 267 SILK BAY PLACE, LONGWOOD, FL 32750. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

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**ARTICLE VII**

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE (1) DIRECTOR INITIALLY: THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

**ARTICLE VIII**

THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

S. MICHAEL DEARMAN  
267 SILK BAY PLACE  
LONGWOOD, FLORIDA 32750

**ARTICLE IX**

**S. MICHEAL DEARMAN** OF 267 SILK BAY PLACE, LONGWOOD, FL. 32750 IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT **S. MICHEAL DEARMAN** BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

**ARTICLE X**

IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

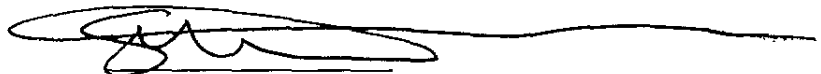
**ARTICLE XI**

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON. UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE

3rd DAY OF June, 2004

S. MICHAEL DEARMAN  
STATE OF FLORIDA  
COUNTY OF SEMINOLE



(Signature)