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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

MDI Holdings, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
MDI Holdings, Inc.

Article II. Address

The Corporation's mailing address is:
MDI Holdings, Inc.
c/o Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Wanda Whigham, Esq.
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

William J. Mercur
Philip Seid

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Wanda Whigham, Esq. | FL Bar Member
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401
561-850-7806

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Article V. Capital Stock and Shares

- (a) The aggregate number of shares of all classes that the Corporation shall have the authority to issue is Fifty Million (50,000,000), consisting of Forty Million (40,000,000) shares of common stock, having a par value of \$0.0001 per shares ("Common Stock"), and Ten Million (10,000,000) shares of preferred stock, having a par value of \$0.0001 per share ("Preferred Stock").
- (b) The Corporation's Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares of Preferred Stock to be included in each such series, and to fix the designation, powers, preferences and rights of the Preferred Stock of each series and any qualifications, limitations or restrictions thereof, and to establish from time to time the number of shares of any such series and the designation thereof and to increase or decrease the number of shares of any series subsequent to the issuance of the series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.
- (c) Of these shares of Preferred Stock, 2,000,000 shall be designated as Class "A" Preferred Stock. The Class "A" Preferred Stock shall have the right to elect a majority of the Board of Directors, and shall be convertible to common stock, at the election of the shareholder no sooner than five years from the date of issue, at the ratio of one share of preferred to two shares of common. It shall have no other voting rights, shall not participate in dividends, and shall have no preference in dissolution.

Wanda Whigham, Esq. | FL Bar Member
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401
561-650-7806

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Article VI. Incorporator

The name and address of the incorporator is:

Wanda Whigham, Esq.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 5, 2004.

The undersigned incorporator executed these Articles of Incorporation on October 5, 2004.



WANDA WHIGHAM, ESQ.
by D. Stoutt as attorney-in-fact

Wanda Whigham, Esq. | FL Bar Member
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401
561-650-7806

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

MDI Holdings, Inc.

REGISTERED AGENT/OFFICE:

Wanda Whigham, Esq.
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WANDA WHIGHAM, ESQ.
by D. Stoutt as attorney-in-fact

Date: October 5, 2004

Wanda Whigham, Esq. I FL Bar Member
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
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