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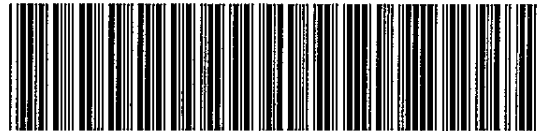
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
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W005-23417

***JACOBS ACCOUNTING, INC.  
2121 MAIN STREET  
DUNEDIN, FL. 34698***

06/13/2005

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

TO WHOM IT MAY CONCERN,

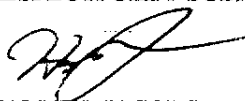
ENCLOSED IS A RESUBMITTED INCORPORATION WITH A NAME CORRECTION OF  
M & D DESIGNERS, INC.

PLEASE RETURN THE CERTIFICATE AND ARTICLES OF INCORPORATION TO:

JACOBS ACCOUNTING & COMPUTERS, INC.  
2121 MAIN STREET  
DUNEDIN, FLORIDA 34698

IF YOU HAVE ANY QUESTIONS PERTAINING TO THIS MATTER PLEASE CALL 727-210-2552.

RESPECTFULLY SUBMITTED,



HARLEY JACOBS  
ACCOUNTANT



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 9, 2005

HARLEY JACOBS  
2121 MAIN STREET  
DUNEDIN, FL 34698

SUBJECT: M & D DESIGN, INC.  
Ref. Number: W05000023417

We have received your document for M & D DESIGN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 005A00033099

ARTICLES OF INCORPORATION  
OF  
M & D DESIGNERS, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is

M & D DESIGNERS, INC.

ARTICLE II: DURATION

The Corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any or all lawful business for which the corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is ONE THOUSAND, (1000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The Corporation, and the party hereto, shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and Regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the Corporation's initial registered office is **2025 HILLWOOD DRIVE, CLEARWATER, FL. 33763** and the name of its initial registered agent at such address is **DIANA F. PROIA**. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

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**ARTICLE VII: INITIAL DIRECTORS**

The initial Board of Directors shall consist of Two Directors whose names and post office address are as follows:

**DIANA F. PROIA  
2025 HILLWOOD DRIVE  
CLEARWATER, FL. 33763**

**MICHAEL A. PROIA  
2025 HILLWOOD DRIVE  
CLEARWATER, FL. 33763**

who shall hold office until the first annual meeting of the shareholders, and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

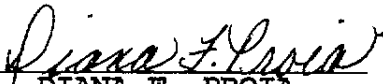
**ARTICLE VIII: INCORPORATOR**

The name and post office address of the person signing these Articles of Incorporation as an Incorporator is as follows:

**DIANA F. PROIA  
2025 HILLWOOD DRIVE  
CLEARWATER, FL. 33763**

**ARTICLE IX: AMENDMENTS**

These 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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

  
**DIANA F. PROIA**

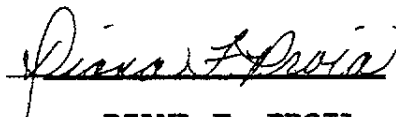
## RESIDENT AGENT CERTIFICATE

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

**M & D DESIGNERS, INC.** desiring to organize under the laws of the State of Florida with its principal office located at **2025 HILLWOOD DRIVE, CLEARWATER, FL. 33763** has named **DIANA F. PROIA**, located at **2025 HILLWOOD DRIVE, CLEARWATER, FL. 33763**, as its agent to accept service of process within the State.

### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
**DIANA F. PROIA**

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