

P07 00013/352

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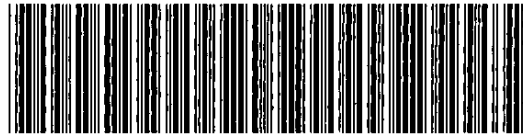
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**MDM.SUBS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

Name

The name of this corporation is MDM.SUBS, INC.

**ARTICLE II**

Duration

The term of existence of this corporation is perpetual.

**ARTICLE III**

Purpose

The corporation may transact any and all business for which corporations may lawfully be incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

Capital Stock

The aggregate number of shares of stock which the corporation has the authority to issue is ONE-HUNDRED (100) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) each. Common stock of the corporation shall be issued as "Small Business Corporation" stock, in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE V**

Pre-Emptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation, and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire, shares of any such unissued or treasury shares.

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ARTICLE VI

Registered Office

The street address of the initial Registered Office of the corporation is 3800 US HWY 98 North #676, Lakeland, Florida 33809, and the name of the initial Registered Agent is MAHER DOLACH.

ARTICLE VII

Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII

Officers

The officers of the corporation are:

President:	Jose A. Marte 239 Vermont Avenue Staten Island, New York 10305
Vice President:	Jose R. Morales 75 Chestnut Avenue Staten Island, New York 10305
Secretary:	Maher Dolach 857 70th Street Brooklyn, New York 11228
Treasurer:	Maher Dolach

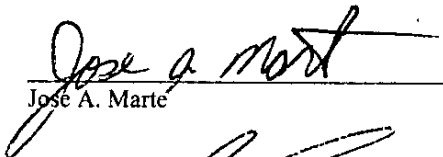
ARTICLE IX

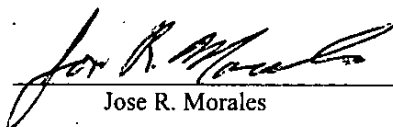
Incorporators

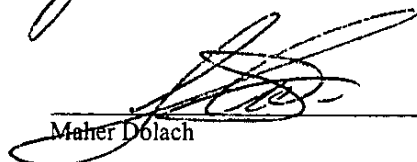
The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Jose A. Marte	239 Vermont Avenue Staten Island, New York 10305
Jose R. Morales	75 Chestnut Avenue Staten Island, New York 10305
Mahe Dolach	857 70th Street Brooklyn, New York 11228

IN WITNESS WHEREOF, the undersigned have hereunto subscribed his name, this 7 day of December, 2007.

  
Jose A. Marte

  
Jose R. Morales

  
Mahe Dolach

STATE OF NEW YORK  
COUNTY OF Kings

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared JOSE A. MARTE, JOSE R. MORALES, and MAHER DOLACH, who are personally known to me or who produced drivers license as identification, and they acknowledged that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7 day of December, 2007.

  
Notary Public, State of NY

My commission expires: 10/28/09

NOEMI CABAN  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 24-4988011  
QUALIFIED IN KINGS COUNTY  
COMMISSION EXPIRES OCTOBER 28, 2009

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

THE FOLLOWING is submitted in compliance with Chapter 48.091, Florida Statutes (2007), as amended:

MDM.SUBS, INC., a corporation organizing under the Laws of the State of Florida, with its principal office at 3800 US HWY 98 North #676, Lakeland, Florida 33809, and its Registered Office at that same address, has named MAHER DOLACH, as its agent to accept process within this State.

**ACCEPTANCE**

HAVING BEEN NAMED to accept service of process for the above-named corporation at the place designated as the Registered Office in this certificate, I hereby accept said designation and agree to act in this capacity, and further agree to comply with the provisions of said statute relative to keeping open said Registered Office.

DATED this 7 day of December, 2007.

  
Maher Dolach  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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