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FISCHLER & FRIEDMAN, P.A.

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MICHAEL A. FISCHLER*
CIRCUIT COURT MEDIATOR
FAMILY COURT MEDIATOR
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March 17, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
MIDDLE D INC.

RECEIVED
FEB 24 1995
FEB 24 1995

Dear Sir:

Enclosed herein is an original and one copy of the Articles of Incorporation referenced above. Also enclosed is our check in the amount of \$122.50, covering the fees for same.

Please forward to the undersigned in the enclosed self-addressed Federal Express envelope, one certified copy of the Articles of Incorporation.

If you have any questions, please do not hesitate to contact me.

Sincerely,

FISCHLER & FRIEDMAN, P.A.

Michael A. Fischer
MICHAEL A. FISCHLER

MAF:PW

Enclosures
1017.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 AM 10:00

KAN 3-22

ARTICLES OF INCORPORATION

OF

MIDDLE D INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 20 AM 10:00

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: MIDDLE D INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

**REGISTERED AGENT, PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael A. Fischler, Esquire
116 S.E. Sixth Court
Fort Lauderdale, Florida 33301

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have a minimum of (1) Director initially.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischler, Esquire and his address is 116 S.E. Sixth Court, Fort Lauderdale, Florida 33301.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or

completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employers or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE IX

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on March 17, 1995.

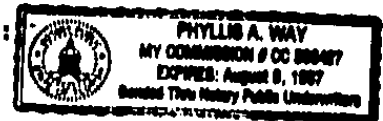

MICHAEL A. FISCHLER, Incorporator

STATE OF FLORIDA)
 SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 17th day of March, 1995, by Michael A. Fischler, as Incorporator, who produced Personally Known as identification and did/did not take an oath.

(SEAL)

Phyllis A. Way
Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MIDDLE D INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at: c/o Michael A. Fischler, Esq., 116 S.E. Sixth Court, Fort Lauderdale, Florida 33301, has named Michael A. Fischler, Esq., whose address is 116 S.E. Sixth Court, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

Michael A. Fischler
MICHAEL A. FISCHLER