

LAW OFFICES
RICHARD I. GILBERT

7025 BERRACASA WAY
SUITE 206
BOCA RATON, FL 33433
(407) 395-8331
FAX: (407) 362-9329

PLEASE REPLY TO
BOCA RATON
OFFICE

100 W. CYPRESS CREEK RD.
SUITE 230
TRADE CENTRE SOUTH
FT. LAUDERDALE, FL 33309

P95000049117

June 16, 1995

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-06/19/95--01057--008
*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: **M D FINANCIAL ASSOCIATES LIMITED, INC.**

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for M D FINANCIAL ASSOCIATES LIMITED along with a check for \$70.00 for filing. Please return a time-stamped copy of the Articles to me in the self addressed, postage paid envelope I have provided for your convenience.

Thank you for your time and cooperation in this matter. Please do not hesitate to contact me should you have any questions.

Very truly yours,


Richard I. Gilbert

Enclosure(s)
RIG.dw

Dmc 6/23/95

*Denise gave auth.
to add the suffix
6/23/95
P95-49117*

EFFECTIVE DATE

6-16-95

FILED
95 JUN 19 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M D FINANCIAL ASSOCIATES LIMITED, INC.

FILED

95 JUN 19 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida authorizing the formation of corporations.

EFFECTIVE DATE

6-16-95

ARTICLE I NAME

The name of this corporation shall be **M D FINANCIAL ASSOCIATES LIMITED, INC.**

ARTICLE II GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The capital stock of this Corporation shall be One Thousand (1,000) shares at one dollar (\$1.00) par value.

ARTICLE IV CORPORATE EXISTENCE

Corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the office of the initial registered agent of the Corporation is:

**2522 Par Circle
Delray Beach, Florida 33445**

and the name of the registered agent of this Corporation at said address is:

ROBERT DANIELS

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be at:

**19 NE 3rd Avenue
Delray Beach, Florida 33483**

The Corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ROBERT DANIELS	2522 Par Circle Delray Beach, FL 33445	250

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE VIII OFFICERS AND DIRECTORS

The Officers and Directors of this corporation are as follows:

President and Treasurer:	ROBERT DANIELS 2522 Par Circle, Delray Beach, FL 33445
Vice Pres. and Secretary:	HOLT MONAGHAN 1304 SW 20th Street, Boynton Beach, FL 33426

ARTICLE IX AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF, the undersigned for the purpose of forming a corporation to do business within and without the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and hereunto sets his hand this 16 day of June, 1995.

ROBERT DANIELS, President

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **ROBERT DANIELS** party to the foregoing Articles of Incorporation, known to me personally to be such, or has provided me _____ as identification, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

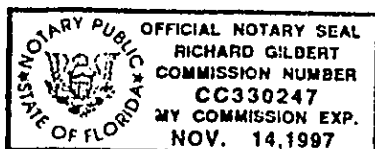
WITNESS my hand and official seal this 16 day of June, 1995.

NOTARY PUBLIC

RICHARD L. GILBERT

Printed Name

My Commission Expires:



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

FILED

95 JUN 19 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following
is submitted:

That, **M D FINANCIAL ASSOCIATES LIMITED, INC.**

organized and existing under the laws of the State of Florida, with its initial registered office,
as indicated in the foregoing Articles of Incorporation, in the City of Delray Beach, County of
Palm Beach, State of Florida, has named **ROBERT D. DANIELS**, of 2522 Par Circle, Delray
Beach, Florida 33445 as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-styled corporation at the
place designated in this certificate, I, the undersigned, hereby am familiar with and accept the
duties and responsibilities as registered agent for said corporation, and I further agree to act in
said capacity and to comply with the provisions of Section 48.091 of the Florida Statutes.

Dated: _____

6/16/95

Robert Daniels

ROBERT DANIELS