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July 28, 1995

Sandra B. Mortham  
Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

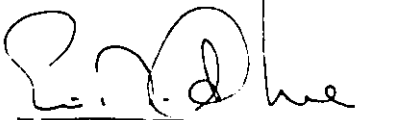
RE: MID PRODUCTS, INC.

Dear Ms. Mortham:

Enclosed please find for filing the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 to cover the fees in this matter.

If you have any questions, please feel free to call.

Very truly yours,

  
Eric D. Abel

Enclosures

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AUG 1 1995  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
MJD PRODUCTS, INC.

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CORPORATIONS  
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ARTICLE I. NAME

The name of this corporation shall be MJD PRODUCTS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of developing, marketing and selling products; for transacting any and all other business and activities; and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and the laws of the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of one dollar (\$1.00) par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder.

sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be four (4). After the establishment of this Initial Board of Directors, the directors shall be selected, elected, removed and/or replaced as provided in this corporation's bylaws. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

- |   |   |
|---|---|
| 1. Michael M Melli<br>94 S. Jackson St.<br>Beverly Hills, Florida 34465;            | 3. Donald Hill<br>705 N. Golf Course Dr.<br>Crystal River, Florida 34429; |
| 2. Jeffrey D. Carnahan<br>7149 W. Pinebrook Street<br>Crystal River, Florida 34429; | 4. Eric D. Abel<br>74 W. Chase Street<br>Hernando, Florida 34442.         |

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 74 W. Chase Street  
Hernando, Florida 34442

The name and address of the individual who shall serve as this corporation's initial registered agent is:

Eric D. Abel, Esq.  
74 W. Chase St.  
Hernando, Florida 34442.

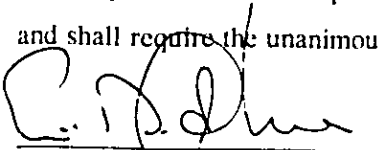
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Eric D. Abel  
74 W. Chase Street  
Hernando, Florida 34442

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote, and shall require the unanimous vote of the shareholders.



Eric D. Abel, Incorporator

State of Florida  
County of Citrus

On this 31<sup>st</sup> day of July, 1995, Eric D. Abel, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of MJD Products, Inc.

  
Notary Public LISA M BAZEMORE

LISA M BAZEMORE  
My Commission CC334351  
Expires Dec. 06, 1997  
Bonded by HAI  
800-422-1555

(Seal)

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept my designation as registered agent and agree to serve as the registered agent of MJD Products, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MJD Products, Inc.



Eric D. Abel, Registered Agent

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CORPORATIONS  
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