1201 Hays Street
Tallahassee, FL 32301
904-222-9171
904-222-0393 FAX
800-342-8086

CSC networks
Prentice Hall Legal & Financial Services

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MADER INDUSTRIES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name and Address. The name of this corporation is MADER INDUSTRIES, INC., and the principal office and mailing address is 10225 Ulmerton Road, Suite 2, Largo, Florida 34641.

2. Duration. The period of its duration is perpetual.

3. Purpose. The purpose is to engage in any related activities or business permitted under the laws of the United States and Florida.

4. Capital Stock. The corporation is authorized to issue Seven Thousand Five (7,500) shares, all of one class, at $1.00 par value.

5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

Kenneth G. Arsenault, Jr. 10225 Ulmerton Road Suite 2
Largo, FL 34641

6. Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the

Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Name	Address
RAFAEL HARARI	3933 Dayton Way Palm Harbor, FL 34685

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Name	Address
Kenneth G. Arsenault, Jr.	10225 Ulmerton Road Suite 2 Largo, FL 34641

8. Bylaw Amendment. The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. Indemnification. The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

10. Informal Action of Directors. If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. Amendment of Articles. The power to amend these

Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

12. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

13. Director Conflict of Interest. A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves

such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. <u>Informal Action of Shareholders.</u> Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part

of the corporate records.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of March, 1996.

KENNETH G. ARSENAULT, JR.
Incorporator

I hereby accept and am familiar with the duties of being designated as Registered Agent.

KENNETH G. ARSENAULT, JR.
Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared KENNETH G. ARSENAULT, JR., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of March, 1996.

Notary Public
My Commission Expires:

OFFICIAL SEAL
LUCILLE RHODES
My Commission Expires
Oct. 20, 1996
Comm. No. CC 23350C

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Law Offices
Arsenault & Reardon, P.A.
10225 Ulmerton Road Suite 2
Largo, Florida 34641
Telephone 813-584-1199
Fax 813-586-1071

Kenneth G. Arsenault, Jr.   Janet C. Reardon

July 2, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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****262.50 ****87.50

Re: Corporate Name Change

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation requesting a corporate name change for the following:

1. Lader Industries - Tampa, Inc. to LIDC, Inc.
2. Lader Industries - Clearwater, Inc. to LI Stores, Inc.
3. Mader Industries, Inc. to MIDC, Inc.

Also enclosed is a check payable to your order in the amount of $262.50 representing the fees for filing and certified copies of amendments.

Should you have any questions or require any additional information, please do not hesitate to call.

Very truly yours,

ARSENAULT & REARDON, P.A.

Kenneth G. Arsenault, Jr.
KGA:lmk
Enclosure(s)
cc: Lader Industries, Inc.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

MADER INDUSTRIES, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed March 11, 1996, Charter Number P96000021991.

FIRST: The name of the corporation is amended:

From: MADER INDUSTRIES, INC.

To: MIDC, INC.

SECOND: The amendment was adopted by the Board of Directors and Shareholders by unanimous consent on the 27th day of June 1996.

DATED: June 27, 1996

RAFAEL HARARI, President/Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of June, 1996 by RAFAEL HARARI, as President/Director of Mader Industries, Inc., a Florida corporation, on behalf of the corporation and as President of Lader Industries, Inc., on behalf of the corporation, the sole shareholder of Mader Industries, Inc. He is personally known to me or has produced ________ as identification.

Notary Public
Print Name: