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LAW OFFICE  
HUME & JOHNSON P.A.  
SUITE 301  
1401 UNIVERSITY DRIVE  
CORAL SPRING, FLORIDA 32909-0000

JOHN HUME  
HENRY W. JOHNSON  
CATHERINE W. ZIPPAY  
RICHARD B. DOBROW

April 25, 1996

TELEPHONE 755-0880  
AREA CODE 954  
FAX 755-0880

Via FedEx

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: MCD DEVELOPMENT, INC.

000001796560  
-04/26/96--01002--013  
++++70.00 +++++70.00

Gentlemen:

We have enclosed an original and one copy of the Articles of Incorporation for the referenced corporation for filing. Also enclosed is our check in the amount of \$70.00 in payment of the following:

Filing Fee	\$35.00
Designation of Registered Agent	<u>35.00</u>
TOTAL	\$70.00

Please note, we will not require a certified copy.

Please contact me if you have any questions.

Sincerely,

HUME & JOHNSON P.A.

*Michelle Manin*  
Michelle Manin  
Legal Assistant to  
John Hume

JH:mm  
Encl.

cc: Mark Daly

FILED  
66 APR 26 PM 2:00  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

*APR 26 1996*

ARTICLES OF INCORPORATION  
OF  
MCD DEVELOPMENT, INC.

ARTICLE I. NAME

The name of this corporation is MCD DEVELOPMENT, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal place of business of this corporation is 509 SE 6th Avenue, Boynton Beach, Florida 33435 and the name of the initial registered agent of this corporation at that address is Mark Daly. The principal office and registered office are identical.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the sole member of the initial Board of Directors of this corporation is:

NAME

Mark Daly

ADDRESS

509 SE 6th Avenue,  
Boynton Beach, FL 33435

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator is:

NAME

Mark Daly

ADDRESS

509 SE 6th Avenue,  
Boynton Beach, FL 33435

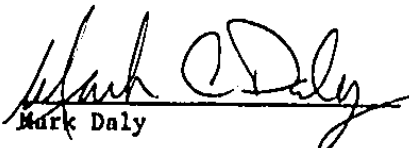
ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 1996.

  
Mark Daly

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

  
Mark Daly, Registered Agent