

P96 000060405

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Web 75002
out

F. CHESSEN JUL 19 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 7/18 12:00

RE: MANAV No 53093

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE..... \$ _____

DISBURSED..... \$ _____

SURCHARGE..... \$ _____

TAX on corporate supplies..... \$ _____

SUBTOTAL..... \$ _____

PREPAID..... \$ _____

BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1996

CAP CONN

TALL, FL 32301

SUBJECT: MDAV SYSTEMS, INC.
Ref. Number: W96000015002

FILED
96 JUL 18 PM 5:08
TALLAHASSEE, FLORIDA

We have received your document for MDAV SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

P.O. BOX LISTED IN ART. VI FOR REGISTERED AGENT..

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00034803

96 JUL 18 PM 3:05
TALLAHASSEE, FLORIDA

Corrected

**ARTICLES OF INCORPORATION
OF
MDAV SYSTEMS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is **MDAV SYSTEMS, INC.**

ARTICLE II: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is amount 10,000 shares of common stock having a par value of (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The corporation, and the parties hereto, shall take whatever action shall be necessary to cause the shares of the corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and regulations issued thereunder.

FILED
96 JUL 18 PM 5:00
TALLAHASSEE, FLORIDA

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 300 South Hyde Park Avenue, Tampa Florida 33602 and the name of the initial registered agent at such address is Suzette M. Alfonso, Esquire. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) Directors, whose name and post office address is as follows:

Daniel Wigh
8639 N. Himes Ave.
#2516
Tampa, FL 33614

Michael Niedbala
8639 N. Himes Ave.
#2516
Tampa, FL 33614

who shall hold office until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

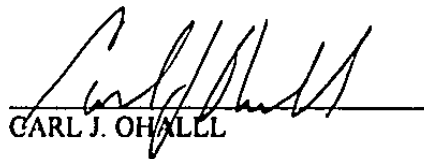
The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

Carl J. Ohall, Esquire
Law Offices of Alfonso & Ohall, P.A.
P.O. Box 173023
Tampa, Florida 33672

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

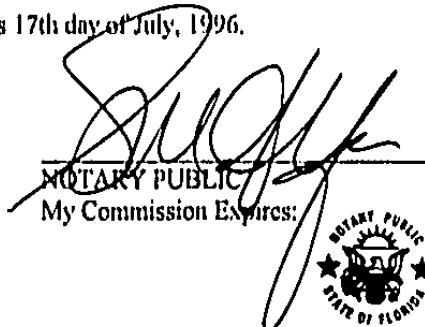
IN WITNESS WHEREOF, the incorporator above named has set her hand and seal this 17th day of July, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.


CARL J. OHALL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared CARL J. OHALL, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be her free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 17th day of July, 1996.


NOTARY PUBLIC
My Commission Expires:



FILED
95 JUL 18 PM 5:08
TALLAHASSEE, FLORIDA
SUZETTE M ALFONSO
My Commission OC480670
Expires May, 08, 1998
Bonded by HAI
800-422-1556

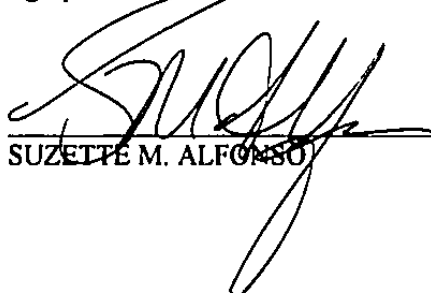
RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

MDAV SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its principal office located at 8639 N. Himes Ave., Suite 2516, Tampa, FL 33614 has named Suzette M. Alfonso, located at 300 S. Hyde Park Ave., Suite 270, Tampa, FL 33606, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


SUZETTE M. ALFONSO