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TO: DIVISION OF CORPORATIONS

FROM: CRAZY, BUCHANAN, BOWDISH, ET AL.

DEPARTMENT OF STATE

555 COLORADO AVE

STATE OF FLORIDA

**PO DRAWER 24**

409 EAST GAINES STREET

STUART FL 34994-

TALLAHASSEE, FL 32399

**HETTY J DEES**

**FAX: (904) 922-4000**

**CONTACT: BETTY J DRES**

**PHONE: (407) 287-2600**

**FAX: (407) 287-0115**

(( (H9600001116) ))

**DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.**

NAME: M.C.D. HOLDINGS, INC.

**FAX AUDIT NUMBER: H96000011116**

**CURRENT STATUS: REQUESTED**

DATE REQUESTED: 08/09/1996

**TIME REQUESTED: 18:16:26**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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66 AUG -9 PM 4: 08  
DIVISION OF CONSPIRACIES

FAX AUDIT NUMBER: H96000011116

**ARTICLES OF INCORPORATION  
OF  
M.C.D. HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE 1  
NAME**

The name of the corporation shall be: **M.C.D. HOLDINGS, INC.**

**ARTICLE 2  
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: **1855 Griffin Road, Suite B212, Dania, Florida 33004.** The mailing address of the corporation shall be: **1855 Griffin Road, Suite B212, Dania, Florida 33004.**

**ARTICLE 3  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4  
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Leigh A. Williams, Esq.  
555 Colorado Avenue  
Stuart, FL 34994  
407-287-2600  
Fla. Bar #: 0788775  
FAX AUDIT NUMBER: H96000011116

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**ARTICLE 5  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One (1) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

**ARTICLE 6  
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Leigh A. Williams

555 Colorado Avenue  
Stuart, Florida 34994

**ARTICLE 7  
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Mike D'uva

2635 Rena Road  
Mississauga, Ontario  
Canada L4T 1G6

Leigh A. Williams, Esq.  
555 Colorado Avenue  
Stuart, FL 34994  
407-287-2600

Fla. Bar #: 0788775

FAX AUDIT NUMBER: H96000011116

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FROM CRARY, BUCHANAN 4072079900

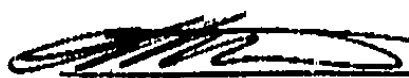
P. 4

FAX AUDIT NUMBER: H96000011116

**ARTICLE 12  
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 9 day of August, 1996.

  
MIKE D'UVA

Leigh A. Williams, Esq.

555 Colorado Avenue

Stuart, FL 34994

407-287-2600

Fla. Bar #: 0788775

FAX AUDIT NUMBER: H96000011116

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is M.C.D. HOLDINGS, INC.

The name and address of the initial registered agent and office is:

Leigh A. Williams

555 Colorado Avenue  
Stuart, Florida 34994

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Leigh A. Williams  
Registered Agent

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TALLAHASSEE, FLORIDA

Leigh A. Williams, Esq.  
555 Colorado Avenue  
Stuart, FL 34994  
407-287-2600  
Fla. Bar #: 0788775  
FAX AUDIT NUMBER: H96000011116

**P 96 000066 705**  
**CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS**  
CHARTERED

**ATTORNEYS AT LAW**

IVANS CRARY (1903-1968)  
IVANS CRARY, JR.  
WILLIAM F. CRARY  
LARRY H. BUCHANAN  
JAMES L. S. BOWDISH  
JIMMIE P. BOVIE, III  
LAWRENCE IVANS CRARY III  
WILLIAM F. CRARY II  
MURRAY L. LAMIS, JR.  
WILLIAM L. ROBY  
J. C. LEVERING EVANS  
K. MICHAEL CRARY  
LEIGH A. WILLIAMS

REPLY TO:  
STUART

BRYEN D. WILES \*  
JAMES M. NICHOLS, JR.  
JERRY P. THOMAS \*  
CHARLES K. WILKINSON

BOARD CERTIFIED IN REAL ESTATE & PROBATE LAW  
BOARD CERTIFIED IN FAMILY & MARITAL LAW  
BOARD CERTIFIED IN CIVIL TRIAL LAW  
BOARD CERTIFIED IN HEALTHCARE LAW  
BOARD CERTIFIED IN BUSINESS LITIGATION

March 3, 1997

Florida Department of State  
Division of Corporations  
Attn: Tawana McClellan  
Post Office Box 6327  
Tallahassee, FL 32314

RE: M.C.D. Holdings, Inc.  
Doc #P96000066705

Dear Ms. McClellan:

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-03/06/97--01083--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed please find original Articles of Dissolution, which has been executed by Mike D'uva, President of the above corporation. Please file this document to effectuate the dissolution of M.C.D. Holdings, Inc. Also enclosed is our firm check #57693 in the amount of \$35.00, which represents the filing fee for this document. Your assistance in this matter is greatly appreciated.

Sincerely,

*Leigh A. Williams*  
Leigh A. Williams

LAW/vm  
Enclosures (as stated)

*Woldish*  
TLL MAR 5 1997

**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403 OF THE  
FLORIDA BUSINESS CORPORATION ACT**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is M.C.D. Holdings, Inc.
2. The date dissolution was authorized is February 19, 1997.
3. Dissolution was approved by the shareholder. The number of votes cast for dissolution was sufficient for approval by Michael D'uva.

FILED  
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DIVISION OF CORPORATIONS  
97 MAR -5 AM 10:34

Signed this the 27 day of Feb., 1997.

By: [Signature]  
Mike D'uva, President

PROVINCE  
STATE OF ONTARIO  
COUNTY OF York

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1997, by MIKE D'UVA as President of M.C.D. Holdings, Inc., a Florida corporation, on behalf of the corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) is personally known to me ☒ has produced [Signature] (TYPE OR IDENTIFICATION OR IDENTIFICATION AND PLEASE CHECK ONE OF THE FOLLOWING) ☒ did ☐ did not take an oath take an oath.

(SEAL)

[Signature]  
NOTARY PUBLIC  
Print Name: ERNEST HOWARD CUTLER  
My Commission Expires Appointment for life