

P97000024528

March 10, 1997

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002122328--6
-03/24/97--01169--006
*****70.00 *****70.00

Re: MIDDLE MARKET CORP.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Middle Market Corp. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Steven Brier
2115 Grand Brook Circle #1333A, O)(rlando,
FL 32810

FILED
97 MAR 13 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/18/97

3-13

ARTICLES OF INCORPORATION

OF

MIDDLE MARKET CORP.

FILED
97 MAR 13 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Middle Market Corp.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2115 Grand Brook Circle #1333A, Orlando , FL 32810.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV


The address of the initial registered office of the Corporation is 2115 Grand Brook Circle #1333A, Orlando , Florida 32810, and the name of the Corporation's initial registered agent for service of process at such address is Steven Brier.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Steven Brier, 2115 Grand Brook Circle #1333A, O)(rlando, FL 32810.

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of

March, 1997



Steven Brier
2115 Grand Brook Circle #1333A, O)(rlando, FL
32810

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 MAR 13 PM 4:08
SEC. OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, 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.

1. The name of the corporation is: Middle Market Corp.
2. The name of the registered agent and office is:

Steven Brier
2115 Grand Brook Circle #1333A, Orlando , Florida 32810

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.

SIGNATURE _____

DATE _____

Steven M. Brier
3/10/97