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FLORIDA DIVISION OF CORPORATIONS

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FROM: INCORPORATORS PLUS, INC.  
105114002375  
CONTACT: MICHAEL HELLER  
PHONE: (954) 475-8484  
(954) 475-1125

ACCT#:

FAX #:

NAME: ~~MARIE, INC.~~

~~MCAD, INC.~~ MCAD, INC.

AUDIT NUMBER.....H97000007334

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 5, 1997

INCORPORATORS PLUS, INC.

SUBJECT: MCA, INC.  
REF: W97000010246

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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The name conflict is "MCA, INC."

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

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Becky McKnight  
Document Specialist

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
**MCAD, Inc.,**  
a Florida corporation

The undersigned, acting as incorporator of MCAD, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

**MCAD, Inc.**

ARTICLE II. ADDRESS

The corporation's mailing address is:

3915 N. Federal Highway  
Pompano Beach, Florida 33064

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective May 5th, 1997.

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 140 SE 7 Street, #6, Dearfield Beach, FL 33441 and the name of the corporation's initial registered agent at that address is Albert J. Demeyer.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Albert J. Demeyer

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 5th day of May, 1997

Incorporators Plus, Inc.:

By:   
Eve Schwartz, Office Manager

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

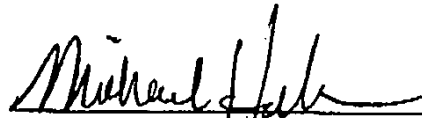
That MCAD, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 140 SE 7 Street, #6, Deerfield Beach, FL 33441, has named Albert J. Demeyer, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Albert J. Demeyer

140 SE 7 Street, #6, Deerfield Beach, FL 33441



Michael S. Heller, Attorney-In-Fact

Albert J. Demeyer

Date: May, 5th 1997

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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