W.P. Veriller B.C. No.

CR26031 (R8-85)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

Secretar July 18, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: J.M.D. ASSOCIATES, INC.

Ref. Number: W97000016658

We have received your document for J.M.D. ASSOCIATES, 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):

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filling will be considered abandoned.

if you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe Document Specialist

Letter Number: 397A00036755

SECRETAL 23 RAIL 36

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the underside of Incorporation:

The name of the corporation is: J.M.D. Tri County Associates, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

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

ARTICLE IV CAPITAL STOCK

The aggregate number shares which the corporation has authority to issue is 1000 shares all of which shall be common shares with par value of 1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRAFTED

Each share holder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The street address of the initial registered office and the principal place of business for the corporation is 7301 West Palmetto Park Road, No. 101-C Boca Raton, Fl. The name of the initial registered agent at such address is Jose Abrams.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

JOSE ABRAMS
7301 West Palmetto Park Road, No. 101-C
Boca Raton, Fl 33433

JOSE ABRAMS

ARTICLE IX - OFFICE OF CORPORATION

The address of the office of this corporation is:
7301 West Palmetto Park Road, No. 101-C
Boca Raton Fl 33433

ARTICLE K - COMMERCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of filing of the Articles of Incorporation.

ARTICLE XI - DESIGNATION OF THE REGISTERED AGRET
The name of the registered agent of this corporation is JOSE
ABRAMS

JOSE ABRAMS

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 67.0501 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:

 J.M.D. Tri County Associates, Inc.
- 2. The name and address of the registered agent and office is: JOSE ABRAMS 7301 WEST PALMETTO PARK ROAD, NO. 101-C BOCA RATON FL 33433

SIGNATURE

TITLE

DATE 7/11/97

RESIDENT

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 furtheragree 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//7/11/97

FIL ED

STATE STATE