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TO: DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
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NAME: MDF INC.

AUDIT NUMBER.....H98000006314

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 2, 1998

ATLAS, PEARLMAN, TROP & BORKSON, P.A.

SUBJECT: MDF INC.  
REF: W98000007286

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.

ARTICLE VII SAYS THERE WILL BE ONE INITIAL DIRECTOR. HOWEVER, NONE ARE LISTED. THE PRINCIPAL OFFICE MUST BE IDENTICAL WHEREVER IT APPEARS: PLEASE REFER TO ARTICLE II VERSUS THE CERTIFICATE.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger  
Document Specialist

FAX Aud. #: H98000006314  
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ARTICLES OF INCORPORATION

OF

MDF INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: MDF INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 E. Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JOEL D. MAYERSOHN, ESQ., FL BAR #0093492  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.0001 per share.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.  
c/o Atlas, Pearlman, Trop & Borkson, P.A.  
200 E. Las Olas Blvd., #1900  
Ft. Lauderdale, FL 33301

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have one (1) Director to be determined by the Board.

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn, Esq., c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 E. Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301.

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**ARTICLE IX**  
**INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE X**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 1st day of April, 1998.

  
\_\_\_\_\_  
Joel D. Mayersohn, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS

MDF INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 E. Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301, has named South Florida Registered Agents, Inc. whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 E. Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.  
(a Florida corporation)

By: Beverly F. Bryan  
Beverly F. Bryan, President

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