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*ADMITTED IN MASSACHUSETTS
AND FLORIDA

May 19, 1998

OF COUNSEL
DEBRA M. SMITH

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

Re: MIDERA ENTERPRISE, INC.

Ladies & Gentlemen:

Please find enclosed two executed copies of the Articles of Incorporation and Registered Agent Certificate for the above corporation.

Also enclosed is my check, in the amount of \$122.50 to cover the following charges:

Filing Fee	\$35.00
Certified Copy	\$52.00
Registered Agent	\$35.00
Total	\$122.50

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Please forward the certified copy at your earliest convenience.

Very truly yours,



Richard P. Bogosian
pb

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DIVISION OF CORPORATIONS
98 MAY 21 AM 11:51

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ARTICLES OF INCORPORATION

OF

MIDERA Enterprise, Inc.

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SECRETARY OF CORPORATIONS
98 MAY 21 AM 11:51

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I-NAME

The name of the corporation is MIDERA Enterprise, Inc.

ARTICLE II-LOCATION

The principal office and mailing address of MIDERA Enterprise, Inc. is located in Vero Beach, Indian River County, Florida at 4813 Wood Duck Circle, Vero Beach, Florida 32967.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock.

ARTICLE IV-INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent are Michael Kanehl, 4813 Wood Duck Circle, Vero Beach, Florida 32967.

ARTICLE V-INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is Michael Kanehl, 4813 Wood Duck Circle, Vero Beach, Florida 32967.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 5/19 day of May, 1998.



Michael Kanehl
Incorporator

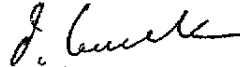
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR
MIDERA Enterprise, Inc.

Pursuant to the provisions of F.S. 607.0501, 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 MIDERA Enterprise, Inc.
2. The name of the initial registered agent is Michael Kanehl.
3. The address of the registered agent\registered office is 4813 Wood Duck Circle, Vero Beach, Florida 32967.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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 obligation of my position as registered agent.



Michael Kanehl
Registered Agent

Dated May 5/19, 1998.

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