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June 26, 1997

Corporation Division
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: MDJ, INC.

Dear Sirs/Madam:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 representing the filing fee, certified copy and registered agent designation fee. Please send the certified copy back to my attention at the above-referenced address.

If you have any questions concerning the contents of this letter, or the enclosed articles of incorporation, please do not hesitate to call.

Sincerely,



M. Chris Edwards

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 2:01

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ARTICLES OF INCORPORATION

OF

MDJ, INC.

ARTICLE I

Name

The name of the corporation shall be MDJ, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 2:02

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1859 Staimford Circle, Wellington, FL 33414, and the name of the initial registered agent of this corporation at such office is Michael A. Angotti, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 1859 Staimford Circle, Wellington, FL 33414.

ARTICLE VII

Initial Board of Directors

This corporation shall have a minimum of one Director and a maximum of five Directors; and shall have initially one Director. The number of Directors may be either increased or diminished from time to time by the By-Laws. The initial director of this corporation shall be Michael A. Angotti.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is:

Michael A. Angotti
1859 Staimford Circle
Wellington, FL 33414

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this ____ day of 6-30, 1998.

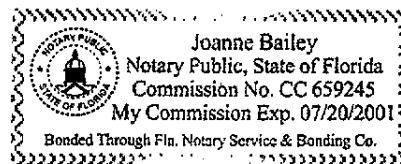
Michael A. Angotti
Michael A. Angotti

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 30th day of JUNE, 1998, by Michael A. Angotti who is personally known to me, or who showed me identification in the form of a driver's license and who did take an oath.

Joanne Bailey
Print Name: JOANNE BAILEY
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MDJ, INC. at the place designated in the articles of incorporation, Michael A. Angotti, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 30 day of JUNE, 1998.

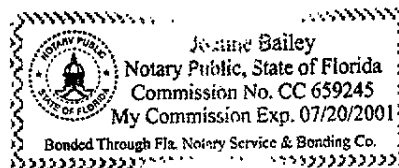
Michael A. Angotti
Michael A. Angotti

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 30th day of JUNE, 1998, by Michael A. Angotti who is personally known to me, or presented identification in the form of _____, and who did take an oath.

Joanne Bailey
Print Name: JOANNE BAILEY
Notary Public, State of Florida



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