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LAW OFFICE  
COLODNY, FASS & TALENFELD, P.A.

2000 West Commercial Boulevard

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Fort Lauderdale, Florida 33309

Michael Colodny  
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Maria Elena Abate  
Wendy Beck  
G. Yasmin Jacob  
Stuart B. Yanofsky

August 19, 1998

FILED  
98 AUG 24 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-08/24/98--01045--012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation - MD2 Computer Systems, Inc.

Dear Sir:

Enclosed please find original Articles of Incorporation of MD2, Inc. We also enclose check number 248 in the amount of \$122.50 representing:

Filing fee .....	\$35.00
Certificate designating registered agent .....	\$35.00
Certified copy of Articles of Incorporation .....	\$52.50
 TOTAL FEE: .....	 \$ 122.50 =====

Please forward a certified copy of the Articles of Incorporation to this office. We have enclosed a self-addressed, stamped envelope for your convenience. Thank you for your attention to this matter.

Wendy GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Reading art 1, 7, notary.  
DATE 8/28/98  
DOC. EXAM TA

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Wendy Beck  
Wendy Beck

WB:cr

Enclosures:

Original Articles  
Check for \$122.50

TA-8/28/98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MD2 . COMPUTER SYSTEMS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I COMPUTER SYSTEMS, INC.

The name of the corporation shall be: MD2 / Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make

contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (h) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable,, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To do any act authorized by law.

### ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at no par value.

### ARTICLE IV

The street address of the principal office of this corporation will be 9726 N.W. 7th Circle, #719, Plantation, Florida 33324.

### ARTICLE V

The initial street address of the Corporation's registered office is 2000 West Commercial Boulevard, Suite 232, Ft. Lauderdale, FL, 33309. The initial registered agent for the Corporation at that address is Wendy Beck.

### ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Matthew J. D'Alessio	101 Fletcher Street Suite #1 Roslindale, Massachusetts 02131
Jonathan D. Wasserman	9726 N.W. 7th Circle #719 Plantation, Florida 33324

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

ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

COMPUTER SYSTEMS, INC.

First.. That MD2 / Desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 2000 West Commercial Boulevard, Suite 232, Ft. Lauderdale, Florida, 33309, has named Wendy Beck as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Wendy Beck, Resident Agent

ARTICLE VIII

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Matthew J. D'Alessio	101 Fletcher Street Suite #1 Roslindale, MA 02131	250
Jonathan D. Wasserman	9726 N.W. 7th Circle #719 Plantation, FL 33324	250

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
1998 AUG 24 PM 2:32

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ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 12th day of August, 1998.

Matthew J. D'Alessio  
Matthew J. D'Alessio

Jonathan D. Wasserman  
Jonathan D. Wasserman

STATE OF NY :  
COUNTY OF NY : ss.

The foregoing instrument (Articles of Incorporation for MD2 COMPUTER SYSTEMS, INC.) was acknowledged before me this 12th day of August, 1998, by MATTHEW J. D'ALESSIO, who is personally known to me or who have produced ID as identification.

My commission expires:



Krystal Hasan  
Signature of Acknowledger  
Krystal Hasan  
Typed/Printed Name of Acknowledger  
Notary  
Title or Rank  
01HA5073030  
Serial Number, if any

STATE OF FLORIDA :  
COUNTY OF Broward : ss.

The foregoing instrument (Articles of Incorporation for MD2 COMPUTER SYSTEMS, INC.) was acknowledged before me this 14 day of August, 1998, by JONATHAN D. WASSERMAN, who is personally known to me or who have produced FL ID # 265-424-70-43-0 as identification.

My commission expires:

Carol Cappolino  
Signature of Acknowledger  
Carol Cappolino  
Typed/Printed Name of Acknowledger  
NOTARY PUBLIC STATE OF FLORIDA  
Title  
COMMISSION NO. CC419521  
Serial Number, if any  
MY COMMISSION EXP. NOV. 27, 1998