

Madison Investments, Inc.

17580 - 47th Court North
Loxahatchee, Florida 33470

P98000107655
December 1, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002722861--7
-12/28/98-01024-011
*****78.50 *****78.50

Re: Articles of Incorporation

Dear Sir/Madam:

EFFECTIVE DATE
JAN 1 1999

Enclosed for immediate filing are two (2) originals of Articles of Incorporation of Madison Capital, Inc., with an effective date of January 1, 1999, together with a check for filing fees in the amount of \$78.50.

Please return a file-stamped copy to me using the enclosed envelope.

Very truly yours,

Martin B. Abraham

Martin Abraham, President

MA/bjp
Enclosures

12/29

98 DEC 28 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
MADISON INVESTMENTS, INC.**

98 DEC 28 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLE 1
NAME**

The name of this Corporation is Madison Investments, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

**EFFECTIVE DATE
JAN 1 1999**

The principal place of business of this Corporation shall be 17580 - 47th Court North, Loxahatchee, Florida 33470.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 17580 - 47th Court North, Loxahatchee, Florida 33470.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred (100) shares of Common Stock, \$.01 par value per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 17580 - 47th Court North, Loxahatchee, Florida 33470, and the name of the initial registered agent of this Corporation at that address is Martin Abraham.

ARTICLE 7
INCORPORATOR


The name and address of the person signing these Articles of Incorporation, the Incorporator, is Martin Abraham, 17580 - 47th Court North, Loxahatchee, Florida 33470.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The effective date of these Articles of Incorporation is January 1, 1999.

The undersigned Incorporator has executed these Articles of Incorporation as of January 1, 1999.



Martin Abraham, Incorporator


**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
MADISON INVESTMENTS, INC.**

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Madison Investments, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Martin Abraham, located at 17580 - 47th Court North, City of Loxahatchee, County of Palm Beach, State of Florida 33470, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Martin Abraham

FILED
98 DEC 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA