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FLORIDA PROFIT CORPORATION OR P.A.

madem investment group, inc.

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ARTICLES OF INCORPORATION

OF

MadEm Investment Group, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is MadEm Investment Group, Inc.

ARTICLE II

DURATION OF CORPORATION

The duration of this corporation is perpetual, commencing on the date these articles are filed by the Secretary of State.

ARTICLE III

PURPOSE OF CORPORATION

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by:
William J. Fuller, III
1530 Cross St., Sarasota, FL 34236
Telephone: 941-951-1234
Florida Bar No. 218626

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ARTICLE V

INCORPORATOR

The name and address of the person signing these articles of incorporation is: William J. Fuller, III, 1530 Cross Street, Sarasota, Florida 34236.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1530 Cross Street, Sarasota, Florida 34236, and the name of its initial registered agent at the address is William J. Fuller, III.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director is Donald Baruch of 3501 French Woods Road, Charlotte, North Carolina 28269.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or

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not opposed to the best interest of the corporation. With respect to any criminal action or proceeding, indemnification shall be made only if the director, officer or employee had no reasonable cause to believe his or her conduct was unlawful.

In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct.

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued and outstanding common shares.

ARTICLE X

POWER TO CHANGE BYLAWS

The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the shareholders of the corporation.

ARTICLE XI

MAILING ADDRESS OF CORPORATION

The mailing address of the corporation and of its principal office is: 1530 Cross Street, Sarasota, Florida 34236.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this January 26th, 1999.

WJ Fuller III
WILLIAM J. FULLER, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this January 26th, 1999, by William J. Fuller, III, who is personally known to me or who produced _____ as identification.

Patricia L. Henshaw
NOTARY PUBLIC



CONSENT TO BE REGISTERED AGENT

Following is the name and address of the initial registered agent of the corporation
MadEm Investment Group, Inc. who hereby consents to said designation:

William J. Fuller, III
1530 Cross Street
Sarasota, Florida 34236.

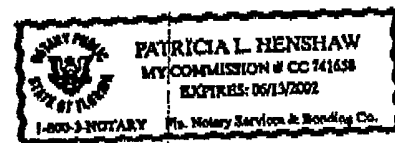
WJ Fuller III
WILLIAM J. FULLER, III.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this January 26th, 1999, by William J. Fuller, III, who is personally known to me or who produced _____ as identification.

Patricia L. Henshaw
NOTARY PUBLIC



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