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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Middleton Investments
Inc.

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- _____ Trade/Service Mark _____
- _____ Merger File _____
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**ARTICLES OF INCORPORATION
MIDDELTHON INVESTMENTS, INC.**

ARTICLE I.
NAME AND ADDRESS

The name of the Corporation is MIDDELTHON INVESTMENTS, INC. (the "Corporation"). The principal and mailing address of the Corporation is 700 Coral Way, #9, Coral Gables, Florida 33134.

ARTICLE II.
PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business for which a Corporation may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.
POWERS

The Corporation shall possess and may exercise all of the powers and privileges conferred on a Corporation under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-Laws.

ARTICLE IV.
EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation of the Corporation shall be June 14, 1999.

ARTICLE V.
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI.
INCORPORATOR

The name and address of the Incorporator is Louisa Candler Eldredge, 700 Coral Way, #9, Coral Gables, Florida 33134.

ARTICLE VII.
BOARD OF DIRECTORS

7.1. The business and affairs of the Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

7.2. The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the responsibilities of the Board of Directors. The Directors of the Corporation shall be elected for terms and in the manner provided in the By-Laws from time to time.

7.3. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

7.4. As of the date of filing of these Articles of Incorporation, the name of the member of the Board of Directors who shall hold office until his successors are elected and have qualified as provided in the By-Laws of the Corporation then in existence, or until resignation or removal, is as follows:

Louisa Candler Eldredge
700 Coral Way, Apartment No. 9
Coral Gables, Florida 33134

7.5. The number of Directors of the Corporation shall be not less than 1 and the number of Directors of the Corporation may be changed from time to time as provided in the By-Laws.

7.6. Directors shall be elected, removed and hold office as provided in the By-Laws.

ARTICLE VIII.
OFFICERS

8.1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Vice-Presidents, all as provided in the By-Laws of the Corporation.

8.2. The officers shall be elected, hold office and be removed as provided in the By-Laws.

8.3. The officers shall have such powers and responsibilities as provided in the By-Laws of the Corporation.

ARTICLE IX.
STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall be common shares, no par value. The number of authorized shares may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE X.
REGISTERED OFFICE AND AGENT

10.1. The street address of the Registered Office of the Corporation is c/o Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, Florida 33134.

10.2. The name of the Registered Agent of the Corporation located at the address of the Registered Office is Robert A. White, c/o Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, Florida 33134.

ARTICLE XI.
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal By-Laws for the Corporation shall be vested as provided in the By-Laws.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation this 14th day of ~~May~~ June, 1999.

Robert A. White
for & all

Louisa Candler Eldredge
Louisa Candler Eldredge
Sole Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

MIDDELTHON INVESTMENTS, INC., as a corporation under the laws of the State of Florida, has designated Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, Florida 33134, as its Registered Office and has named Robert A. White, located at that address as its Registered Agent.

By: *Louisa Candler Eldredge*
Louisa Candler Eldredge
Sole Incorporator

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and states that he is familiar with and accepts the obligations of a registered agent under Florida law and agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, relative to keeping open the registered office.

Robert A. White
Robert A. White
Registered Agent

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