



THE UNITED STATES
CORPORATION
COMPANY

P 9900071258

FILED

99 AUG 10 PM 12:18

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 336211 7135590

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

ORDER DATE : August 10, 1999

ORDER TIME : 11:14 AM

ORDER NO. : 336211-005

CUSTOMER NO: 7135590

EFFECTIVE DATE

8-11-99

400002955944--6

CUSTOMER: William L. Klohn, President
MDG-CAPITAL PARTNERS, INC.
MDG-CAPITAL PARTNERS, INC.
3838 N. Tamiami Trail
Ste. 414
Naples, FL 34103

DOMESTIC FILING

NAME: MDG-CAPITAL PARTNERS 540, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 8/11/99

W99-18502



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 1999

CSC NETWORKS

SUBJECT: MDG-CAPITAL PARTNERS 540, INC.
Ref. Number: W99000018502

We have received your document for MDG-CAPITAL PARTNERS 540, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 599A00040354

RESUBMIT
Please give original
submission date as file date.

**ARTICLES OF INCORPORATION
OF
MDG-CAPITAL PARTNERS 540, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following articles of Incorporation for such corporation:

ARTICLE I

EFFECTIVE DATE

8-4-99

The name and mailing address of the corporation are:

MDG-Capital Partners 540, Inc.
3838 N. Tamiami Trail Ste. 414
Naples FL 34103

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purposes of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 500 shares of common stock of the par value of One Dollar (\$1.00) each. The corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor. No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder or securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation,

whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE V

The name and address of its initial registered agent and office are:

William L. Klohn
MDG-Capital Partners 540, Inc.
3838 N. Tamiami Trail Suite 414
Naples, Florida 34103

ARTICLE VI

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The corporation shall have one director initially, and the name and address of the initial director are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William L. Klohn	3838 N. Tamiami Tr. Suite 414 Naples, Florida 34103

ARTICLE VII

The name and address of the incorporator is:

William L. Klohn
3838 N. Tamiami Tr. Suite 414
Naples, Florida 34103

ARTICLE VIII

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The corporation shall commence its existence on August 4, 1999, in TALLAHASSEE, FLORIDA

DATED:

August 4, 1999

William L. Klohn
William L. Klohn

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30 day of July, 1999, by William L. Klohn who is personally known to me and who did take an oath.

NOTARY PUBLIC:



Denise Larson
My Commission CC738872
Expires May 3, 2002

Denise Larson
Name
Denise Larson
Printed Name

State of Florida at Large.
My Commission Expires:

(SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

William L. Klohn
William L. Klohn
Registered Agent