

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

P99000077269

CONTACT: CINDY HICKS

DATE: 8.30.99

100002973261--6  
-08/30/99--01057--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

REF. #: 0262.8092

CORP. NAME: MDG Suncoast, Inc

- ☒ ARTICLES OF INCORPORATION    ☐ ARTICLES OF AMENDMENT    ☐ ARTICLES OF DISSOLUTION  
☐ ANNUAL REPORT    ☐ TRADEMARK/SERVICE MARK    ☐ FICTITIOUS NAME  
☐ FOREIGN QUALIFICATION    ☐ LIMITED PARTNERSHIP    ☐ LIMITED LIABILITY  
☐ REINSTATEMENT    ☐ MERGER    ☐ WITHDRAWAL  
☐ CERTIFICATE OF CANCELLATION    ☐ UCC-1    ☐ UCC-3  
☐ OTHER: \_\_\_\_\_

FILED  
59 AUG 30 PM 2:14  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 5766 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☒ CERTIFIED COPY    ☐ CERTIFICATE OF GOOD STANDING    ☐ PLAIN STAMPED COPY

RECEIVED  
59 AUG 30 AM 11:12  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials \_\_\_\_\_

8/30/99

# ARTICLES OF INCORPORATION

OF

**MDG SUNCOAST, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

## ARTICLE I

### Name

The name of this corporation shall be:

MDG Suncoast, Inc.

## ARTICLE II

### Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

115 S. Albany Avenue  
Tampa, Florida 33606

## ARTICLE III

### Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in

99 AUG 30 PM 2:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE IV

### Capital Stock

(a) Authorized Capitalization.

The total number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of Class A, voting common stock, par value \$.01 per share (the "Voting Common Stock"), and 10,000,000 shares of Class B, nonvoting common stock, par value \$.01 per share (the "Nonvoting Common Stock").

(b) Payment for Stock. The consideration for the issuance of capital stock of this corporation may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting.

(i) The entire voting power of this corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. This distinction in voting rights shall be the sole difference between the Voting Common Stock and the Nonvoting Common Stock.

(ii) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(d) Dividends.

Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) Preference in the Event of Liquidation.

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the proceeding paragraph.

(f) Amendment.

The provisions of this Article IV of the Articles of Incorporation may be amended or modified only by the unanimous vote of the holders of the Voting Common Stock of this corporation.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 115 S. Albany Avenue, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be Kenneth I. Morin. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE VII**

### **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## **ARTICLE VIII**

### **Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Kenneth I. Morin	115 S. Albany Avenue Tampa, Florida 33606

## **ARTICLE IX**

### **Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Kenneth I. Morin	115 S. Albany Avenue Tampa, Florida 33606

## **ARTICLE X**

### **By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## **ARTICLE XI**

### **Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by

statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## **ARTICLE XII**

### **Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



KENNETH I. MORIN

**MDG SUNCOAST, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **KENNETH I. MORIN**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

**DATED** this 23 day of August, 1999.

  
KENNETH I. MORIN

99 AUG 30 PM 2:14

**FILED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA