

ROBERT J. JONES, P.A.
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED IN TENNESSEE
CERTIFIED CIVIL CIRCUIT MEDIATOR
REGISTERED PROFESSIONAL ENGINEER
AMERICAN ARBITRATION ASSOCIATION
MEMBER, PANEL OF NEUTRALS

6500 CENTRAL AVENUE
ST. PETERSBURG, FL 33707
TELEPHONE (727) 344-6555
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April 23, 2001

PO1000043354

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

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*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION FOR:
MAD MAG TRADING, INC.

Dear Madam or Sir:

Enclosed is the original and one copy of the Articles of Incorporation for MAD MAG TRADING, INC.

Also enclosed is our check payable to the Secretary of State for \$78.75 for the filing fee.

Please return your stamped acceptance of these Articles and Assignment of Charter number to the address listed above.

If you should have any questions, please feel free to contact my office at (727) 344-6555.

Sincerely,



Robert J. Jones

RJJ/mb

Enclosures

FILED
01 APR 27 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY - 1 2001

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ARTICLES OF INCORPORATION
OF
MAD MAG TRADING, INC.

FILED

01 APR 27 AM 8:29

ARTICLE I. CORPORATE NAME. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is MAD MAG TRADING, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 6813 MAURLEEN ROAD, BALTIMORE, MARYLAND 21209.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000 COMMON SHARES of a par value of \$1.00 per share..

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are
ROBERT J. JONES, ESQUIRE
6500 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33707

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is:

PAUL GOLDBERG
6813 MAURLEEN ROAD
BALTIMORE, MARYLAND 21209

ARTICLE VI. GENERAL PROVISIONS.

The corporation shall have the power to carry on all businesses permitted under the laws of this State.

The duration of this corporation's existence is perpetual.

ARTICLE VII PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director(s) constituting the

initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

PAUL GOLDBERG
6813 MAURLEEN ROAD
BALTIMORE, MD 21209

ISRAEL MADEW
6813 MAURLEEN ROAD
BALTIMORE, MD 21209

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these articles of incorporation on April 19, 2001.

i.s. Paul Goldberg
PAUL GOLDBERG,
Incorporator

In the presence of:

Alla Sheen of Baltimore, ^{Maryland} ~~Florida~~
First Witness

Shirley F. McCreary of Baltimore, ^{Maryland} ~~Florida~~
Second Witness

ACKNOWLEDGMENT

STATE OF MARYLAND
COUNTY OF Baltimore

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared PAUL GOLDBERG, personally known to me or identified by MD Drivers License No. G431676081770 to be the person described in, and who executed the foregoing instrument AS THE INCORPORATOR, and he acknowledged and did take oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 19th day of April, 2001.

Maureen Baeten
NOTARY PUBLIC
My commission expires : 5/12/01

ACCEPTANCE BY THE REGISTERED AGENT

I, ROBERT J. JONES, 6500 Central Avenue, St. Petersburg, Florida 33707, do hereby accept appointment as Registered Agent of MAD MAG TRADING, INC., together with the duties and responsibilities attaching to such appointment.

Robert J. Jones
ROBERT J. JONES

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid state and county to take oaths and acknowledgements, personally appeared ROBERT J. JONES, to me personally known to be the person described in, and who executed the foregoing instrument, and he acknowledged and did take oath before me that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state aforesaid this 24th day of April, 2001.

Maureen B. Baeten
NOTARY PUBLIC

My commission expires: 12-14-2001

