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ACCOUNT NO. : 072100000032

REFERENCE : 604490 81301A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizit*

ORDER DATE : February 28, 2000

ORDER TIME : 2:31 PM

ORDER NO. : 604490-005

CUSTOMER NO: 81301A

100003150411--0

CUSTOMER: Clifford R. Rhoades, Esq  
CLIFFORD R. RHOADS, P.A.  
CLIFFORD R. RHOADS, P.A.  
227 N. Ridgewood Drive

Sebring, FL 33870

DOMESTIC FILING

NAME: MGC GIFT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 28 PM 3:49

RECEIVED  
00 FEB 28 PM 3:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*J. Wilson*

**ARTICLES OF INCORPORATION  
OF  
MGC GIFT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 28 PM 3:49

ARTICLE I-Name

The name of this corporation is MGC Gift, Inc.

ARTICLE II- Principal Office

The address of the principal office is 1024 US 27 South, Avon Park, Florida 33825

ARTICLE III-Duration

This corporation shall have perpetual existence.

ARTICLE IV-Purpose

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

ARTICLE V-Capital Stock

This corporation is authorized to issue Eight Thousand (8,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI-Preemptive Rights

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

ARTICLE VII-Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 227 North Ridgewood Drive, Sebring, Florida 33870 and the name of the initial registered agent of this corporation at that address is Clifford R. Rhoades.

ARTICLE VIII-Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Michael G Cowan  
901 US 27 North, Suite 7  
Sebring, Florida 33870

ARTICLE IX-By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X-Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XI-Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII-Incorporator

The name and address of the person signing these articles is:

Clifford R. Rhoades  
227 North Ridgewood Drive  
Sebring, Florida 33870

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 24<sup>th</sup> day of February, 2000.

  
Clifford R. Rhoades

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 28 PM 3:49

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Clifford R. Rhoades who is personally known to me  or who has produced \_\_\_\_\_ as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 24<sup>th</sup> day of February, 2000.



Karen Leanne West  
Notary Public

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent of MGC Gift, Inc. and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 24<sup>th</sup> day of February, 2000.

[Signature]  
Clifford R. Rhoades, Registered Agent