

PI 2000038840

TO WHOM IT MAY CONCERN:

PLEASE FORWARD ME ALL INFORMATION CONCERNING

MGB GROUP, INC.

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-04/03/02--01032--013
*****78.50 *****78.50

TO:

MARK J. HOLLANDER
11410 NORTH KENDALL DRIVE, SUITE 207
MIAMI, FLORIDA 33176
TELEPHONE NUMBER 305-275-2557
FAX NUMBER 305-275-2588

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -3 AM 11:44

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MGB GROUP, INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

MGB GROUP, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

3253 Fox Croft Road, Suite G309
Miramar, Florida 33025

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

Class	No. Shares	Par Value
Common	1,000	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

Ten Dollars (\$10.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Roderick Mack
3253 Fox Croft Road, Suite G-309
Miramar, Florida 33025

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successor is chosen, shall be:

Roderick Mack	President
3253 Fox Croft Road, Suite G-309	
Miramar, Florida 33025	

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

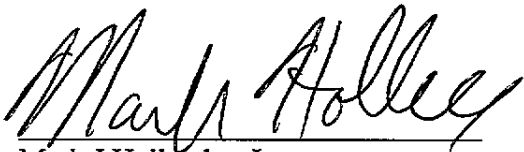
Mark Hollander
11410 North Kendall Drive, Suite 207
Miami, Florida 33176

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Mark J Hollander, a natural person with an address of 11410 North Kendall Drive, Suite 207, Miami, FL 33176, do hereby accept the appointment of Registered Agent of MGB Group, Inc. on this 29th. day of March 2002.



Mark J Hollander- Incorporator
11410 N. Kendall Drive, Suite 207
Miami, Fl 33176

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

FILED
SECRETARY OF STATE
CORPORATIONS
DIVISION
APR 3 11:14
2002