

FO20000000132

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : RUTHERFORD, MULHALL & WARGO, P.A.
Account Number : 075753002301
Phone : (561) 241-1600
Fax Number : (561) 241-3815

FOREIGN PROFIT QUALIFICATION

MG Capital Management, Inc.

Certificate of Status	0
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**AUTHORIZATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN
THE STATE OF FLORIDA:

1. MG CAPITAL MANAGEMENT, INC.
(Name of corporation; must include the word "Incorporated", "Company", "Corporation" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Dover, Delaware
(State or country under the law of which it is incorporated)
3. 65-1156173
(FEI number, if applicable)
4. November 15, 2001
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification".)
(SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)
7. 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432
(Principal office address)

150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432
(Current mailing address)
8. Investment Advisory Services
(Purpose(s) of corporation authorized in home state or country to be carried out in State of Florida)
9. **Name and Street address of Florida registered agent:**
Rutherford Mulhall & Wargo, P.A., 2600 N. Military Trail, 4th Floor, Boca Raton, FL 33431
10. **Registered Agent's Acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent's signature: 

Stephen A. Mendelsohn, On behalf of
Rutherford, Mulhall & Wargo, as Registered Agent

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business address of officers and/or directors:

A. DIRECTORS:Chairman: Michael GoldenAddress: 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432

Vice Chairman: _____

Address: _____

Director: Michael GoldenAddress: 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432

Director: _____

Address: _____

B. OFFICERS:President: Michael GoldenAddress: 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432

Vice President: _____

Address: _____

Secretary: Michael GoldenAddress: 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432Treasurer: Michael GoldenAddress: 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of this application)

14. Michael Golden, President

(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MG CAPITAL MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2001.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1461663

DATE: 11-26-01

TOTAL P.05