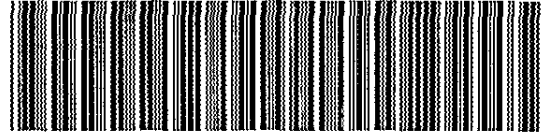


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03 SEP 21 AM 3:47

DEPT. OF STATE
TALLAHASSEE, FLORIDA



400023268624

18/24/03--01047--001 **78.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

AL1

Office Use Only

IncAdvantage.com, Inc.

FILED

03 SEP 24 AM 9:47
DIVISION OF STATE
TALLAHASSEE, FLORIDA

51 Everett Drive, Suite B-60
P. O. Box 927
West Windsor, NJ 08550-0927
877-462-2388
Fax: 609-716-0820

September 2003

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32314

RE: MMG Holdings, Inc.

Dear Sir/Madam,

Enclosed is the Application for Authority and check for \$78.75.

Please proceed with the filing of the enclosed, returning official receipts and evidence to the undersigned.

If you should need additional information, please do not hesitate to contact our office at 877-462-2388.

Thank you in advance for your cooperation in this matter.

Sincerely,

Zulma M. Howarth
Encls.

Good Standing

TRANSMITTAL LETTER

FILED

03 SEP 24 AM 9:47

TO: Registration Section
Division of Corporations

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: MMG Holdings, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Zulma Howarth

Zulma M. Howarth

(Name of Person)

IncAdvantage.com, Inc.

(Firm/Company)

PO Box 927

(Address)

West Windsor, NJ 08550-0927

(City/State and Zip code)

For further information concerning this matter, please call:

Zulma Howarth

(Name of Person)

at (877) 462-2388

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☒ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

FILED

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. MMG Holdings, 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. Massachusetts

(State or country under the law of which it is incorporated)

3. 75-3029093

(FEI number, if applicable)

4. 3/22/02

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "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. 33 Union Street, South Weymouth, MA 02109

(Principal office address)

33 Union Street, South Weymouth, MA 02109

(Current mailing address)

8. Telecommunications

(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, Florida 32301

(Zip code)

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.

NRAI Services, Inc.

By: Zulma M. Howarth

(Registered agent's signature)

Zulma M. Howarth, Assistant Secretary

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Christopher J. Marshall

Address: 33 Union Street, South Weymouth, MA 02190

Director: _____

Address: _____

B. OFFICERS

President: Christopher J. Marshall

Address: 33 Union Street, South Weymouth, MA 02190

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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 the application)

14. Christopher J. Marshall, President

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

FILED

03 SEP 24 AM 9:47

CLERK OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth FILED

State House, Boston, Massachusetts 02138

03 SEP 26 AM 9:47

RECEIVED BY STATE
TALLAHASSEE, FLORIDA

September 10, 2003

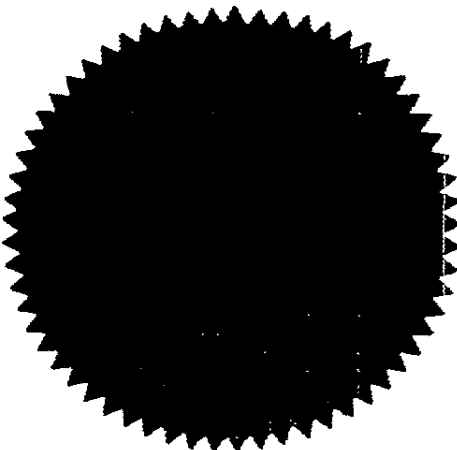
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

MMG HOLDINGS, INC.

is a domestic corporation organized on **March 22, 2002**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.