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Florida Department of State  
Division of Corporations  
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Account Name : C T CORPORATION SYSTEM  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

MTG Group Holding Corp.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**APPLICATION 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. MTG Group Holding Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 26-1642124

(FEI number, if applicable)

4. December 20, 2007

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

(Principal office address)

(Current mailing address)

8. Holding company

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida

33324

(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.*

C T Corporation System

By: \_\_\_\_\_

(Registered agent's signature)

CONNIE BRYAN  
SPECIAL 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:

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**A. DIRECTORS**

Chairman: \_\_\_\_\_ SEE ATTACHED LISTING

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. OFFICERS**

President: \_\_\_\_\_ SEE ATTACHED LISTING

Address: \_\_\_\_\_

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. Mark Hajduch  
(Signature of Director or Officer listed in number 12 of the application)

14. Mark Hajduch, Vice President  
(Typed or printed name and capacity of person signing application)



**MTG GROUP HOLDING CORP.**

Attachment to Application by Foreign Corporation for  
Authorization to Transact Business in Florida

12. Names and businesses addresses of officers and/or directors:

**A. DIRECTORS**

<u>Name</u>	<u>Address</u>
R. Lynn Skillen	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Mark Hajduch	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Melissa Klafter	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

**B. OFFICERS**

<u>Title</u>	<u>Name</u>	<u>Address</u>
CEO	R. Lynn Skillen	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Vice President and Assistant Secretary	Mark Hajduch	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Vice President and Assistant Treasurer	Melissa Klafter	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MTG GROUP HOLDING CORP." 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 FIFTEENTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6385332

DATE: 02-15-08