

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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MSG Investments, Inc

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File Cont.
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED  
00 FEB -7 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature

Requested by:

LM

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10:38

Name

Date

Time

Walk-In

Will Pick Up

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FEB -7 AM 10:47  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

27-00  
V

**ARTICLES OF INCORPORATION**

**OF**

**MSG INVESTMENTS, INC.**

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THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**MSG INVESTMENTS, INC.**

(the "Corporation"), and its initial address shall be:

377 Maitland Avenue, Suite 106  
Maitland, Florida 32701

**ARTICLE II**

**PURPOSE**

The Corporation may engage in any activity or business permitted by the laws of the State of Florida.

**ARTICLE III**

**AUTHORIZED CAPITAL STOCK**

The Capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class</u> <u>Of Stock</u>
10,000	\$ .01	Common

The consideration for all of the above stock shall be payable in cash, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE IV

##### CORPORATE DURATION AND COMMENCEMENT OF EXISTENCE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be at:

377 Maitland Avenue, Suite 106  
Maitland, Florida 32701

with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

MICHAEL A. MERBACH

#### ARTICLE VI

##### NUMBER OF DIRECTORS

This Corporation shall have at least one Director, with the exact number to be specified, from time to time, by the shareholders unless the shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the shareholders.

#### ARTICLE VII

##### NAME AND ADDRESS OF DIRECTORS

The name and address of the initial Directors of the Corporation, who shall hold office the first year or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Michael S. Gold	Director	377 Maitland Avenue Suite 106 Maitland, Florida 32701
Lee S. Siler	Director	377 Maitland Avenue Suite 106 Maitland, Florida 32701
Michael A. Merbach	Director	377 Maitland Avenue Suite 106 Maitland, Florida 32701

#### ARTICLE VIII

##### NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

MICHAEL A. MERBACH

377 Maitland Avenue, Suite 106  
Maitland, Florida 32701

#### ARTICLE IX

##### CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE X**

**LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XI**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

This Corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law either existing now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4th day of February, 2000.



**MICHAEL A. MERBACH**  
Incorporator

STATE OF FLORIDA                     )  
  : ss  
COUNTY OF SEMINOLE             )

NEED The foregoing instrument was acknowledged before me this day of February, 2000, by MICHAEL A. MERBACH, who is personally known to me or who has produced known as identification and who did take an oath and executed the foregoing Articles of Incorporation for the purposes therein set forth.

My commissions expires:



OFFICIAL SEAL  
PATRICIA J. BUTTON  
My Commission Expires  
AUG 25, 2001  
Comm. No. CC667975



**NOTARY PUBLIC**

Name:

State of Florida at Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

First, that:

**MSG INVESTMENTS, INC.**

desiring to organize under the laws of the State of Florida has named:

**MICHAEL A. MERBACH**

377 Maitland Avenue, Suite 106, Maitland, Florida 32701, Seminole County, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 4th day of February, 2000

  
**MICHAEL A. MERBACH**  
Registered Agent

**FILED**  
00 FEB -7 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA