

MGF Leasing

5417 NW Nassau Court
Port Saint Lucie, Florida 34983

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February 22, 2000

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*****78.75 *****78.75

Division of Corporations
New Filing Section
P O Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please file these Articles of Incorporation, enclosed is a check for the filing fees. A certified copy of the Articles should be returned to Michael G Park at 127 Barefoot Cove, Hypoluxo, FL 33462.

Thank you.

Sincerely,



Pam Olson
Office Manager

FILED
00 FEB 29 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MGF LEASING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, incorporator, in order to form a corporation for the purposes herein stated, under and pursuant to the provisions of the Florida Business Corporation Act (the "Act") hereby adopts the following Articles of Incorporation ("Articles"):

ARTICLE I - NAME

The name of the corporation (hereinafter called the "Corporation") is **MGF LEASING, INC.**

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - STREET AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 5417 NW Nassau Court, Port St. Lucie, FL 34983.

ARTICLE IV - PURPOSE

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be organized under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, no par value per share, entitling the holders thereof to one (1) vote per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent for the Corporation is Michael G. Park, Esq., 127 Barefoot Cove, Hypoluxo, Florida 33462.

ARTICLE VII - BYLAWS

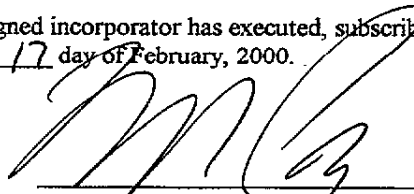
The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Michael G. Park, Esq., 127 Barefoot Cove, Hypoluxo, Florida 33462.

Prepared by:
Michael G. Park, Esq.
Florida Bar No. 0855870
127 Barefoot Cove
Hypoluxo, Florida 33462

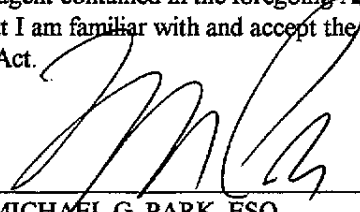
IN WITNESS WHEREOF, the undersigned incorporator has executed, subscribed and acknowledged these Articles of Incorporation this 12 day of February, 2000.



MICHAEL G. PARK, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **MGF LEASING, INC.**, and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



MICHAEL G. PARK, ESQ.

Dated: February 17, 2000

FILED
00 FEB 29 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA