

August 1, 2000

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Department of State Division of Corporations 409 E. Gaines St. Tallahassee, Florida 32399

SUBJECT: MRG, Corp.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 as the filing fee for same.

FROM:

Doris Myers

3109 Grand Avenue/130 Miami, Florida 33133

(305) 216-2607

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ARTICLES OF INCORPORATION OF MRG CORP

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The undersigned hereby present these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is MRG CORP. The principal place of business and mailing address for the corporation is 3109 Grand Avenue, rm #130, MIAMI, FLORIDA. 33133

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act.; and the corporation shall be the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) share of common stock having no par value.

ARTICLE IV

CORPORATE EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall bee effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is Doris Myers at 3109 Grand Avenue, #130 Miami Florida 33133

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

Name_

<u>Address</u>

Doris Myers

3109 Grand Avenue

Pres/Secretary

Miami, Florida 33133

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

Name Address

Doris Myers 3109 Grand Avenue Pres/Secretary Miami, Florida 33133

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

_(SEAL

MRG CORP

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated:

Registered Agent