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**Roger C. Lambert Esq.'s
Immigration Services of the Palm Beaches**

2501 Bristol Drive Suite B-12
West Palm Beach, Florida 33409
Phone (561) 471-9878
Fax (561) 471-4105

FILED
00 AUG 10 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 12, 2000

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *M.C.G. Group, Inc.*
M.C.G. Group, Inc.

600003331446--3
-07/21/00--01059--017
*****78.75 *****78.75

Dear Sir or Madam:

Please be advised that this firm represents M.C.G. Group, Inc. Enclosed please find the Articles of Incorporation for the above-captioned corporation and our check in the amount of \$78.75.

Please file the Articles of Incorporation for M.C.G. Group, Inc. and forward evidence to that effect to our office at your earliest convenience.

Should you have any questions or require anything further, please feel free to contact this office at the numbers indicated above.

Sincerely,

Haydee Perez

Haydee Perez, Office Manager / Paralegal
Immigration Services of the Palm Beaches

HP/ow
Enclosures

CERTIFIED MAIL

Haydee Perez GAVE
AUTHORITY TO SIGN TO
CERTIFIED *Haydee Perez*
Article IV
JH
DOCL. MAIL

6/11/00
8/10/00
1/25/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 2000

IMMIGRATION SERVICES OF THE PALM BEACHES
ATTN: HAYDEE PEREZ
2501 BRISTOL DR, SUITE B-12
WEST PALM BEACH, FL 33409

SUBJECT: M.C.G. GROUP, INC.
Ref. Number: W00000018603

We have received your document for M.C.G. GROUP, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 500A00040694

**Roger C. Lambert Esq.'s
Immigration Services of the Palm Beaches**

**2501 Bristol Drive Suite B-12
West Palm Beach, Florida 33409
Phone (561) 471-9878
Fax (561) 471-4105**

August 4, 2000

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Ms. Pamela Hall, Document Specialist

**Re: MCG America Group, Inc.
Your Ref. Number: W00000018603**

Dear Sir or Madam:

We are in receipt of your letter dated July 26, 2000, indicating that the name previously selected by our client has been used. In light of that, we are submitting a new set of Articles of Incorporation under a new amended name.

Please file the Articles of Incorporation for MCG America Group, Inc. and forward evidence to that effect to our office at your earliest convenience.

Should you have any questions or require anything further, please feel free to contact this office at the numbers indicated above.

Sincerely,



Haydee Perez, Office Manager / Paralegal
Immigration Services of the Palm Beaches

HP/ow
Enclosures

CERTIFIED MAIL

ARTICLES OF INCORPORATION
OF
MCG AMERICA GROUP, INC.

FILED
00 AUG 10 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **MCG AMERICA GROUP, INC.** The principal place of business of this corporation shall be 2501 Bristol Drive, Suite B-12, W. Palm Beach Florida 33409.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$10.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2501 Bristol Drive, Suite B-12, West Palm Beach, FL 33409, and the name of the registered agent of the corporation at that address is Roger C. Lambert.

ARTICLE V. EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective as of the date of filing.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLES VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Roger C. Lambert, Esquire
2501 Bristol Drive
Suite B-12
West Palm Beach, FL 33409

FILED
00 AUG 10 AM 10: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

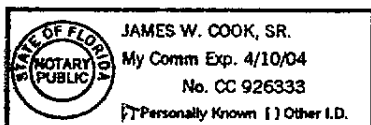
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7 day of JULY, 2000.

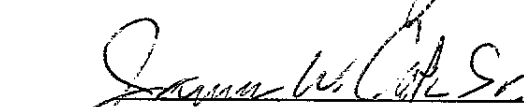


Roger C. Lambert

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) SS:

The foregoing instrument was acknowledged before me this 7 day of July 1999, by Roger C. Lambert, who is personally known to me and who did take an oath.

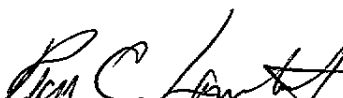




Notary Public

My commission expires: 4/10/04

Roger c. Lambert having been designated to act as Registered Agent, hereby agrees to act in this capacity.



Roger C. Lambert