

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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mac gox, inc

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-08/21/00--01055--008
*****87.50 *****87.50

- ☒ Art of Inc. File _____
- _____ 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 _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

8/21/00 10:30

RECEIVED
00 AUG 21 AM 11:05
TSMITH AUG 21 2000

ARTICLES OF INCORPORATION
OF
MACGOR, INC.

FILED
00 AUG 21 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

ARTICLE I. NAME

The name of this corporation is MACGOR, INC.

ARTICLE II. DURATION

This corporation shall have a perpetual existence, commencing on the date of the filing of these articles with the Florida Department Of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 218, 300 - 41st Street, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Roger J. Merritt, Esq.

ARTICLE VII. PRINCIPAL OFFICE

The street address of the principal office of the corporation, and the mailing address of the corporation, is 777 17th Street, Miami Beach, Florida 33139.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Jack Gordon
777 17th Street
Miami Beach, Florida 33139

Myra MacPherson Gordon
777 17th Street
Miami Beach, Florida 33139

The people named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

Jack Gordon
777 17th Street
Miami Beach, Florida 33139

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer and director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, in the manner provided by law, and any right conferred upon the shareholder is subject to this reservation.

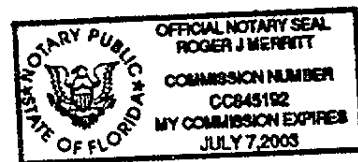
IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation on this August 17, 2000.

Jack Gordon
Jack Gordon
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

Sworn to, subscribed, and acknowledged before me this
August 17, 2000, by JACK GORDON.

Roger J. Merritt
Notary Public, State of Florida
Roger J. Merritt
printed name of notary public



Commission Number: CC845192

Personally Known xxx OR Produced Identification

Type of Identification Produced

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE


FILED
00 AUG 21 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State Of Florida, submits the following statement in designating the registered office and the registered agent, in the State Of Florida.

1. The name of the corporation is MACGOR, INC.
2. The name and address of the registered agent and office


is:

Roger J. Merritt, Esq.
300 - 41st Street, Suite 218
Miami Beach, Florida 33140



Jack Gordon
Incorporator and Director
Date: August 17, 2000

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Roger J. Merritt, Esq.
Date: August 17, 2000