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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : DAVID TORCHIN, C.P.A., P.A.
Account Number : I19990000007
Phone : (954) 472-3124
Fax Number : (954) 472-0067

FLORIDA PROFIT CORPORATION OR P.A.

MGM Investments, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

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B. McKnight

OCT 27 2000

FAX AUDIT NUMBER:

H 00000056758 6**ARTICLES OF INCORPORATION**
OF**MGM Investments, Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MGM Investments, Inc.**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:Mailing Address:**1261 N.E. 27th Ave.
Pompano Beach, FL 33062****1261 N.E. 27th Ave.
Pompano Beach, FL 33062**

Phone Number: **954-592-7854**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726**

Prepared By:

**David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (954) 472-3124
Fax: (954) 472-0067**

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FAX AUDIT NUMBER: H 000000 567586

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are):

President

Madeleine Magro

1261 N.E. 27th Ave.

Pompano Beach, FL 33062

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24 day of October, 2000.


Signature

Signature

Prepared By:

David Torchin, C.P.A., P.A.

8211 West Broward Blvd., Suite 200

Plantation, FL 33324-2726

Phone: (954) 472-3124

Fax: (954) 472-0067

FAX AUDIT NUMBER: H 000000 567586

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H 000000 567586

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

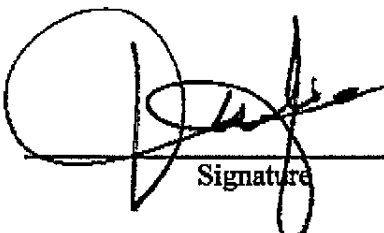
MGM Investments, Inc.

2. The name and address of the registered agent and office is:

David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726

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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.



Signature

10/24/00

Date

Prepared By:

David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (954) 472-3124
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