

P01000035830

The Legal Center

ATTORNEYS AT LAW

March 30, 2001

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

100003958601--0
-04/04/01--01052--013
*****78.75 *****78.75

Re: MG ENTERPRISES OXYGEN BAR, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with my check to cover the following expenses:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

Upon filing, please call this office with date of filing and corporation number. Also, please return the enclosed copy of the articles with your stamp on it showing the filing date.

Cordially yours,

THE LEGAL CENTER

Dolores S. Maralik
Dolores S. Maralik

Attorney

KWD/ps

encls.

FILED
01 APR -4 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FL 32314

6572 Seminole Boulevard, Suite 9
Seminole, Florida 33772
Telephone (727) 393-8822
Fax (727) 398-6965

4-9-01
KWC

ARTICLES OF INCORPORATION
OF
MG ENTERPRISES OXYGEN BAR, INC.
(A Corporation for Profit)

FILED
01 APR -4 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

MG ENTERPRISES OXYGEN BAR, INC.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is:

1224 11th St. N.
St. Petersburg, FL 33705

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is:

Damian Mazzei
1224 11th St. N.
St. Petersburg, FL 33705

ARTICLE VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Daris Gallo
7941 23rd Ave. N.
St. Petersburg, FL 33710

Damian Mazzei
1224 11th St. N.
St. Petersburg, FL 33705

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

The corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 30 day of March, 2001.

Daris Gallo

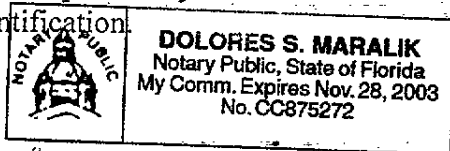
DARIS GALLO Incorporator

Damian Mazzei

DAMIAN MAZZEI Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of March, 2001, by Daris Gallo and Damian Mazzei, who is/are personally known to me or who has/have produced drivers' licenses as identification.



Dolores S. Maralik

Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for MG ENTERPRISES OXYGEN BAR, INC.

at the place designated in the foregoing Articles, namely 1224 11th St. N.,

St. Petersburg, FL 33705

I HEREBY AGREE to act in this capacity, and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 30 day of March, 2001.

Damian Mazzei

Registered Agent
DAMIAN MAZZEI