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STAACK, SIMMS & HERNANDEZ, P.A.
Attorneys At Law

ALEXANDER HERNANDEZ
RICHARD F. MEYERS
JOHN S. SIMMS
JAMES A. STAACK *
DAVID THORPE

*Bar Certified Attorney: Real Estate

121 N. OSCEOLA AVENUE
SECOND FLOOR
CLEARWATER, FL 33755

CLEARWATER: (727) 441-2635
TAMPA: (813) 920-9882
FAX: (727) 461-4836
E-Mail: attorneys@Staack-firm.com
Website: www.staack-firm.com

toll free: 1-(800)-474-9935

April 17, 2001

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200004035592-
-04/20/01-01075-010
*****78.75 *****78.75

Re: MPG PALM BAY, INC.

Dear Sir or Madam:

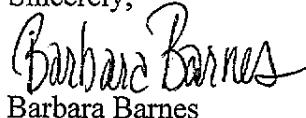
Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$78.75 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	8.75
Registered Agent Designation	<u>35.00</u>
 Total	 \$ 78.75

Please return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Sincerely,


Barbara Barnes

01 APR 20 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

1-800-747-4747 APR 23 2001

**ARTICLES OF INCORPORATION
OF
MPG PALM BAY, INC.**

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is MPG PALM BAY, INC.

ARTICLE II

The street address and mailing address of the initial principal office of the corporation is:

2627 McCormick Drive, Suite 102, Clearwater, Florida 33759.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The corporation is authorized to issue a total of 5000 shares. Such shares shall be of a single class and shall have no par value.

ARTICLE VI

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

ARTICLE VII

The street address of the initial registered office of the corporation is 121 North Osceola Avenue, Second Floor, Clearwater, FL 33755 and the name of the initial registered agent of the corporation at that address is James A. Staack, Esq., of Staack, Simms & Hernandez, P.A.

ARTICLE VIII

The name and address of the incorporator of the corporation is:

James A. Staack, Esq.
121 N. Osceola Ave., Second Floor
Clearwater, FL 33755

The undersigned has executed these Articles of Incorporation this 12th day of April, 2001.



James A. Staack, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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/registered agent, in the state of Florida.

1. The name of the corporation is: MPG PALM BAY, INC.
2. The name and address of the registered agent and office is:

James A. Staack, Esq.
121 N. Osceola Ave., Second Floor
Clearwater, FL 33755

01 APR 20 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIGNATURE 

TITLE: Incorporator

DATE: 04/12/01

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 

DATE: 04/12/01