CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

2002 JUN - 5 AM 11: 53

OF

SECRETARY OF STATE TALLAHASSEE FLORIDA

MGT Corporation

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 the corporation is MGT Corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 21535 Prince Albert Court, Leesburg, FL 34748.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven-thousand-five-hundred (7,500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is R. Jeffrey Stull, R. Jeffrey Stull, P.A., 602 South Boulevard, Tampa, FL 33606.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is President/Treasurer, Claude J. Giguere, Vice-President/Secretary, Sharon L. Giguere, 21535 Prince Albert Court, Leesburg, FL 34748.

The undersigned has executed these Articles of Incorporation this 5th day of June 2002.

"Capital Connection, Inc. by Leilani White, Client Representative"

Ellani White

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of section 607.0501, Florida statutes, the mentioned corporation, SSEE FLORIDA organized under the laws of the state of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1.	The name of the corporation is:_	MGT	Corporation	<u></u>	

The name and street address of the registered agent and office is:

R. JEFFREY STULL R. JEFFREY STULL, P.A. 602 South Boulevard Tampa, Florida 33606

HAVE BEEN NAMED 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.

R. Jeffrey/Stull