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October 14, 2002

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: MGK Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the original and one of the Articles of Organization for the above-referenced corporation, along with our firm trust account check for the filing fee of \$78.75 payable to the Secretary of State

Please file and return a certified copy of the Articles to our office via overnight delivery using the enclosed Federal Express package and prepaid airbill. Please call if you have any questions, and thank you for your attention to this matter.

Sincerely,

BARTLETT & DEAL, P.A.



Nancy Buchanan
Paralegal for the Firm

Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 15 AM 9:15

FILED
SECRETARY OF
ALLAHASSEE, FLORIDA
02 OCT 15 AM 9:04

ARTICLES OF INCORPORATION

OF

MGK ENTERPRISES, INC.

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

ARTICLE I

Name and Principal Address

The name and principal address of the corporation shall be: MGK ENTERPRISES, INC., 346 Ponte Vedra Blvd., Ponte Vedra Beach, Florida 32082. The mailing address is the same.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is as follows: To do all things which are authorized to be done by corporations organized under the laws of the State of Florida.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
Preemptive 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 pro rata 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 346 Ponte Vedra Blvd., Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of this corporation at that address is Guy S. Lewis.

ARTICLE VII
Initial Board of Directors

This corporation shall have two (2) directors initially.

The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1).

The names and addresses of the initial board of directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Guy S. Lewis	346 Ponte Vedra Blvd. Ponte Vedra Beach, Florida 32082
Sherill H. Lewis	346 Ponte Vedra Blvd. Ponte Vedra Beach, Fl 32082

ARTICLE VIII
Officers

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Guy S. Lewis	346 Ponte Vedra Blvd. Ponte Vedra Beach, Fl 32082
Sherill H. Lewis	346 Ponte Vedra Blvd. Ponte Vedra Beach, Fl 32082

ARTICLE IX
Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

NAME

ADDRESS

Guy S. Lewis

346 Ponte Vedra Blvd.
Ponte Vedra Beach, Fl 32082

ARTICLE X
Indemnification

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

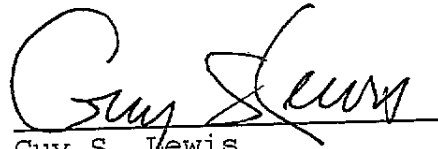
ARTICLE XI
Amendment

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

ARTICLE XII
Corporation Business

The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates; provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand and seal this 14th day of October, 2002.

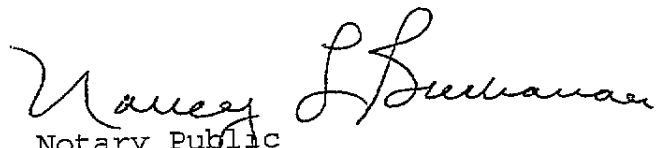

Guy S. Lewis

I hereby accept the designation of registered agent
for the above-mentioned corporation at the above-mentioned
address, city, and state.


Guy S. Lewis

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by
Guy S. Lewis, who is personally known to me and/or who has
produced _____ as identification and who
did/did not take an oath, this 19th day of October, 2002.


Notary Public
Printed Name:
My Commission Expires:



FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 OCT 15 AM 9:00