

**P04000018543**

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**FLORIDA PROFIT CORPORATION OR P.A.**

**madison glen holdings, inc.**

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**ARTICLES OF INCORPORATION  
OF  
Madison Glen Holdings, Inc.**

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

**I.  
NAME**

The name of this corporation is MG Holdings, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.

**II.  
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be January 26, 2004, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.  
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.  
CAPITALIZATION**

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

**V.  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Juan T. O'Naghten, Suite 200, 2665 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

Alfredo Xiques  
Fla. Bar No.: 0599581  
Suite 200  
2665 South Bayshore Drive  
Miami, Florida 33133

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**VI.  
INITIAL DIRECTORS**

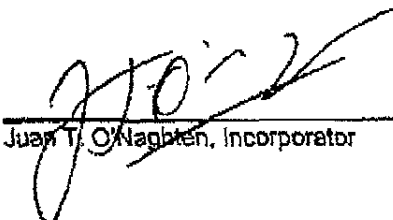
The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Bertha Downing	1401 Brickell Avenue, Suite 530, Miami, Florida 33131
Luis Parajon	1401 Brickell Avenue, Suite 530, Miami, Florida 33131

**VII.  
INCORPORATOR**

The incorporator is Juan T. O'Naghten and his address is Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on January 26, 2004.

  
\_\_\_\_\_  
Juan T. O'Naghten, Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Madison Glen Holdings, Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 200, 2655 South Bayshore Drive, Miami, Florida 33133
3. Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: January 20, 2004

  
 Juan T. O'Naghten, Registered Agent

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