

MAY 25 2004 9:11AM ation FOLEY LARDNER

NO. 2201ageP. 1 of 1

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*Second
Submission*

EFFECTIVE DATE

05-24-04

FLORIDA PROFIT CORPORATION OR P.A.

MG & A HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

05.28.04
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 25, 2004

FOLEY & LARDNER

SUBJECT: MG & A HOLDINGS, INC.
REF: W04000020066

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MAY. 25. 2004 9:12AM

FOLEY LARDNER

NO. 2201 P. 3

04 MAY 25 AM 7:55
RECEIVED
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
MG & A HOLDINGS TWO, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

EFFECTIVE DATE

05-24-04

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is MG & A HOLDINGS TWO, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4932 Sunbeam Road, Suite 100, Jacksonville, Florida 32257.

Section 1.3 Mailing Address. The mailing address of the corporation is 4932 Sunbeam Road, Suite 100, Jacksonville, Florida 32257.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 4417 Beach Boulevard, Suite 104, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Simon D. Rothstein.

ARTICLE 6

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and address of the member of the first board of directors of the corporation are:

NAME	ADDRESS
Shari Gottlieb	4932 Sunbeam Road, Suite 100 Jacksonville, Florida 32257

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

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ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

ADDRESS

Shari Gottlieb

4932 Sunbeam Road, Suite 100
Jacksonville, Florida 32257

ARTICLE 9

INDEMNIFICATION


Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on
May 21, 2004.


Shari Gottlieb, Incorporator

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MAY. 24. 2004 11:31AM

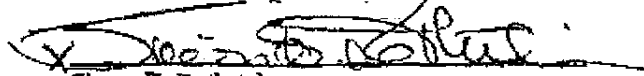
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.


Simon D. Rothstein

Date: 5/24/04