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Florida Department of State  
Division of Corporations  
Public Access System

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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

**FLORIDA PROFTT CORPORATION OR P.A.**

**MGD GROUP INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 01      |
| Estimated Charge      | \$78.75 |

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*C.J. 1-18*

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

MGI Group Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling/address is:

12000 Biscayne Blvd Suite 507  
Miami FL 33181

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To transact any legal business

**ARTICLE IV SHARES**

The number of shares of stock is:

100 shares of \$1.00 par value each

**ARTICLE V INITIAL OFFICERS/DIRECTORS (OPTIONAL)**

The name(s) and address(es):

Guillermo D' Arrigo P/T/S/D  
12000 Biscayne Blvd # 507, Miami, Fl 33181

**ARTICLE VI REGISTERED AGENT**

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

Ugo V. Chiarato  
12000 Biscayne Blvd. Suite 507  
Miami, Fl 33181

**ARTICLE VII INCORPORATOR**

The name and the address of the incorporator is:

Guillermo D' Arrigo  
12000 Biscayne Blvd # 507  
Miami, Fl 33181

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Ugo V. Chiarato  
Signature / Registered Agent

[Signature]  
Signature / Incorporator

JAN 12, 2005  
Date

JAN 12, 2005  
Date

FILED  
05 JAN 14 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA