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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 222665 116056A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 78.75

ORDER DATE : February 24, 2005

ORDER TIME : 10:56 AM

ORDER NO. : 222665-005

CUSTOMER NO: 116056A

CUSTOMER: Mr. Kraig H. Koach  
Kimbrough & Koach, Llp

Suite 803  
1800 Second Street  
Sarasota, FL 34236

DOMESTIC FILING

NAME: MIGII, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**MIGIL, INC**

FILED  
05 FEB 24 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be **MIGIL, INC.** The principal place of business of this corporation shall be as follows:

**Corporate Address:**

6384 North Lockwood Ridge Road  
Sarasota, Florida 34243

**ARTICLE II - TERM OF EXISTENCE**

The term of existence of the corporation shall be perpetual.

**ARTICLE III - NATURE OF BUSINESS**

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share.

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#### **ARTICLE V - PREEMPTIVE RIGHTS**

The holders of the common stock of the corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

#### **ARTICLE VI - REGISTERED AGENT**

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

**Name and street address**

Christopher R. Wikoff  
6384 North Lockwood Ridge Road  
Sarasota, Florida 34243

#### **ARTICLE VII - BOARD OF DIRECTORS**

The corporation shall have a Board of Directors of One (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

Christopher R. Wikoff  
6384 North Lockwood Ridge Road  
Sarasota, Florida 34243

**ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Name and street address

Christopher R. Wikoff  
6384 North Lockwood Ridge Road  
Sarasota, Florida 34243

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, has executed these Articles of Incorporation this 23<sup>rd</sup> day of February, 2005.

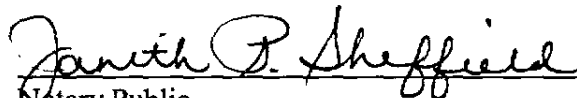
  
CHRISTOPHER R. WIKOFF, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23<sup>RD</sup> day of February, 2005, by the party hereto, who is personally known to me or who produced a Florida Driver's License as identification, and who did take an oath.



Janith P. Sheffield  
MY COMMISSION # DD183617 EXPIRES  
March 1, 2007  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public  
My Commission Expires:

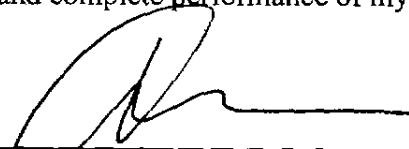
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.**

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, that MIGIL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Sarasota, County of Sarasota, State of Florida, has named **CHRISTOPHER R. WIKOFF**, 6384 North Lockwood Ridge Road, Sarasota, Florida 34243 as its agent to accept service of process within this State.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned hereby accepts the designation as registered agent of the above Corporation. I accept the duties and obligations of Section 607.0505 Florida Statutes and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
**CHRISTOPHER R. WIKOFF**

**FILED**  
05 FEB 24 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA