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Florida Department of State
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To:

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

From:

Account Name : AGENTS AND CORPORATIONS, INC
Account Number : I20010000112
Phone : (302) 575-0875
Fax Number : (302) 575-0925

FLORIDA PROFIT CORPORATION OR P.A.

Management Advisory Group Holding, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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B. McKnight OCT 03 2005

**ARTICLES OF INCORPORATION
OF
Management Advisory Group Holding, Inc.**

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

ARTICLE I NAME

The name of the corporation shall be: Management Advisory Group Holding, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: Burke & Casserly, 255 Washington Avenue Ext., Albany, NY 12205

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock authorized to issue 1,500 shares of no par common voting stock.

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent is Agents and Corporations, Inc., Suite E, 773 4th Avenue North, Naples, Florida 34102.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is: David N. Williams, Esq., Suite E, 773 4th Avenue North, Naples, Florida 34102.

ARTICLE VII OFFICERS/DIRECTORS

The name and address of the Officer/Director is:

Timothy P. Clay, Dir., Pres., Sect., Tres.

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 appointment as registered agent and agree to act in this capacity

David N Williams
Signature/Registered Agent

9/30/05
Date

David N Williams
Signature/Incorporator

9/30/05
Date

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CLERK OF STATE
CORPORATION