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From: Account Name : RODRIGUEZ & URIARTE TAX SERVICES  
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FLORIDA PROFIT/NON PROFIT CORPORATION

MGM DISTRIBUTION, CORP.

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1.0000 FEB 21 2006

**ARTICLES OF INCORPORATION  
OF  
MGM DISTRIBUTION, CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ONE: The name of the corporation is  
MGM Distribution, Corp.

TWO: The duration of the corporation shall be perpetual.

THREE: The principal address and registered office of this corporation is  
970 East 13 Street  
Hialeah, FL 33010

FOUR: The general purpose or purposes for which this corporation is being formed are to include the transactions of any, or all, lawful business permitted under the laws of the State of Florida.

FIVE: The aggregate number of shares, which the corporation shall have authority to issue, is one hundred (100) common shares with a value of one 00/100 dollar (\$1.00) each.

SIX: The registered agent and the street address of the initial registered office of the corporation in the State of Florida is:

<b>Name:</b>	<b>Address:</b>
GILBERTO A. VELASCO	970 East 13 Street Hialeah, FL 33010

SEVEN: The number of directors constituting the initial board of directors is one and the name and address of the individual who is to serve as a member thereof is as follows:

<b>Name:</b>	<b>Address:</b>
GILBERTO A. VELASCO	970 East 13 Street Hialeah, FL 33010

EIGHT: The name and address of the sole incorporator is:

<b>Name:</b>	<b>Address:</b>
GILBERTO A. VELASCO	970 East 13 Street Hialeah, FL 33010

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

DATED: 2/20/06

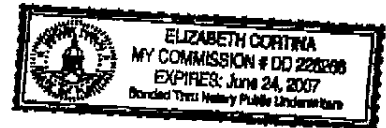
Gilberto A. Velasco  
GILBERTO A. VELASCO

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared GILBERTO A. VELASCO, who produced FL.DR.LIC.#V420-281-70-262-0, as identification, and who is known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20<sup>TH</sup> day of February, 2006.

Elizabeth Cortina  
NOTARY PUBLIC



I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

Gilberto A. Velasco  
GILBERTO A. VELASCO