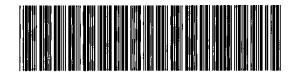
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ARTICLES OF INCORPORATION OF MEG VENTURES, INC.

2006 JUN 29 AM II: 09

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: "MEG Ventures, Inc." (the "Corporation").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation is: 2600 SW Third Avenue, Suite 400, Miami, Florida 33129.

ARTICLE III <u>CAPITAL STOCK</u>

The number of shares of stock that the Corporation is authorized to issue is One Hundred (100) shares, par value \$0.01 per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

ARTICLE IV

INITIAL OFFICERS AND DIRECTORS

The name, address and title(s) of the Corporation's initial officers are: Morelia E. Gonzalez, 2600 SW Third Avenue, Suite 400, Miami, Florida 33129, President and Secretary. The name and address of the Corporation's initial directors are: Morelia E. Gonzalez, 2600 SW Third Avenue, Suite 400, Miami, Florida 33129.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 2600 SW Third Avenue, Suite 400, Miami, Florida 33129. The name of the Corporation's initial registered agent at the Corporation's initial registered office is: Morelia E. Gonzalez.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any present or former officer(s) and/or director(s), or any person(s) exercising powers and duties of an officer and/or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of MEG Ventures, Inc. on this 26th day of June, 2006.

Morefia E. Gonzalez, Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MEG Ventures, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and the undersigned is familiar with and accepts the obligations of her position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance by Registered Agent on this 26th day of June, 2006

Moreha E. Gonzalez, Registered Agent