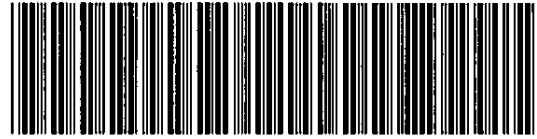


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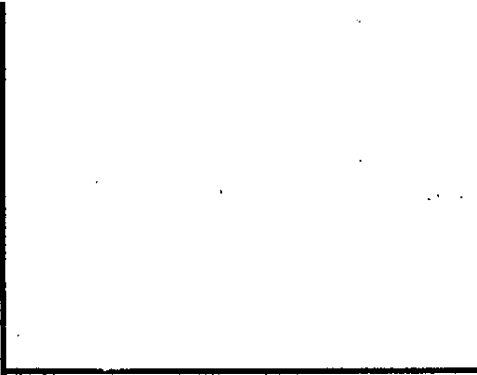
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. MGS, INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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**NEW FILINGS**

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 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 9, 2007

LAZARUS

SUBJECT: M.G.S., INC.  
Ref. Number: W07000022309

We have received your document for M.G.S., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring  
Document Specialist  
New Filing Section

Letter Number: 507A00032368

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

*M.G.S. INTERNATIONAL, INC.*

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is:

*M.G.S. INTERNATIONAL, INC.*

ARTICLE II

The principal office of the corporation shall be located at:

9675 NW 12 TH STREET  
MIAMI, FLORIDA 33172

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE III

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Corporation shall be authorized to create and issue 10000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V

The corporation shall have one director initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The name and address of the initial directors are:

NAME	ADDRESS
SERAFIN GARCIA	9675 NW 12 <sup>TH</sup> STREET MIAMI, FLORIDA 33172

ARTICLE VI

The name and address of the subscriber of these articles of Incorporation is:

NAME	ADDRESS
SERAFIN GARCIA	9675 NW 12 <sup>TH</sup> STREET MIAMI, FLORIDA 33172

ARTICLE VII

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

NAME	ADDRESS
ANTOLIN DEL COLLADO JR	9675 NW 12 <sup>TH</sup> STREET MIAMI, FLORIDA 33172

#### ARTICLE VIII

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law.

#### ARTICLE IX

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE X

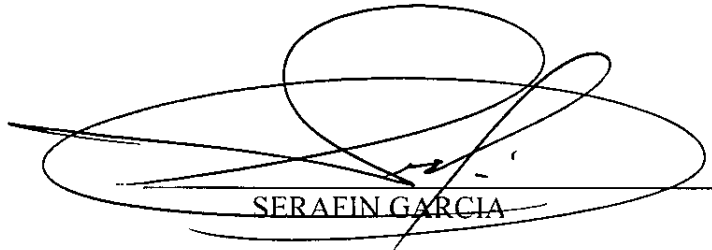
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders' meeting by a majority of the stock entitled to vote hereon.

#### ARTICLE XI

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

FILED  
07 MAY 11 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator set my hand and affixed my seal  
on this 4 day of            MAY           , 2007.

  
SERAFIN GARCIA

Having been named as a resident agent for the above-stated corporation, I hereby agree to  
act in this capacity, and I further agree to comply with the provisions of all statues  
relative to the proper and complete performance of my duties and I accept the duties and  
obligations of Section 607.0505 Florida Statues.

  
ANTOLIN DEL COLLADO