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FLORIDA PROFIT/NON PROFIT CORPORATION

mgh compa, inc.

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Prepared by: Maria Behar, Esq.
Senator Law and Executive Center
13899 Biscayne Blvd., Suite 129
N. Miami Beach, Florida 33181

ARTICLES OF INCORPORATION
OF
MGH COMPA, INC.

Article I - Name

The name of this corporation is: **MGH COMPA, INC.**

Article II - Duration

This corporation shall commence on the date of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business, including the power:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.
- e) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officer, and employees and for any or all of the directors, officer, and employees or its subsidiaries.
- f) To have and exercise all powers necessary or convenient to effect its purposes.

Article IV - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable in lawful money of the United

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States of America or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

Article V – Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI – Initial Registered Office and Agent

The initial registered agent of this corporation and street address is:

*Henry Companioni
2055 S.W. 122 Avenue
Unit 108
Miami, Florida 33175*

Article VII – Principal Office

The principal place of business and mailing address of this corporation shall be:

*2055 S.W. 122 Avenue
Unit 108
Miami, Florida 33175*

Article VIII – Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

*MARIO GONZALEZ: 2055 S.W. 122 Avenue, # 108
Miami, Florida 33175*

*HENRY COMPANIONI: 2055 S.W. 122 Avenue, # 108
Miami, Florida 33175*

Article IX – Incorporator

The name and address of the person signing these Articles is:

Article IX - Incorporator

The name and address of the person signing these Articles is:

**HENRY COMPANIONI: 2053 S.W. 122 Avenue, # 108
Miami, Florida 33175**

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

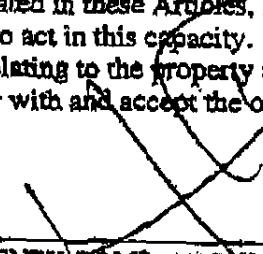
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of August, 2007.



HENRY COMPANIONI, Incorporator

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.




**HENRY COMPANIONI
Registered Agent**

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared HENRY COMPANIONI, who provided me with Florida Driver's License as identification and who did not take an oath and who executed the foregoing Articles of Incorporation before me.

In Witness Whereof, I have hereunto set my hand and affixed by official seal in the State and County aforesaid, this 8th day of August, 2007.


Notary Public, State of Florida at
Large

Notary Seal:



Maria Behar
Commission #DD406322
Expires: Jun 05, 2009
Bonded Through
Atlantic Bonding Co., Inc.

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