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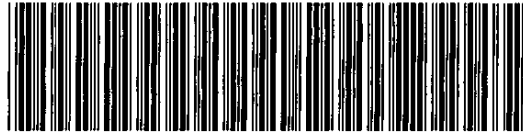
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 OCT 25 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1A

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: e-MGA, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: J. Christopher Miller
Name (Printed or typed)

3460 Preston Ridge Rd, Ste 100
Address

Alpharetta, GA 30005
City, State & Zip

770-817-4999
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF E-MGA, INC.**

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07 OCT 25 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation shall be: **e-MGA, Inc.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and the corporation's mailing address is:

**2384 Sadler Road
Fernandina Beach, Florida 32034**

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is: **to carry out any such business activities as are authorized by applicable law.**

**ARTICLE IV
AUTHORIZED CAPITAL**

The Corporation shall be authorized to issue up to Twenty Million (20,000,000) shares of capital stock comprised of three (3) distinct classes:

- A) Ten Million (10,000,000) shares of Class A Voting Common Stock;
- B) Nine Million (9,000,000) shares Class B Nonvoting Common Stock; and
- C) One Million (1,000,000) shares of Convertible Preferred Stock.

The following is a statement of the designations, powers, preferences, and rights, and the qualifications, limitations, or restrictions thereof, in respect of each class of stock of the Corporation.

A. COMMON STOCK

The shares of Common Stock shall be divided into two (2) classes of Common Stock and shall be referred to as Class A Voting Common Stock and Class B Nonvoting Common Stock and shall have the rights, qualifications, limitations, and restrictions set forth below:

Class A Voting Common Stock

1. Dividend and Distributions. When and as dividends or other distributions are declared upon the Common Stock, whether payable in cash, in property, or in shares of stock of the Corporation, the holders of Class A Voting Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions among all holders of Class A Voting Common Stock and all holders of Class B Nonvoting Common Stock. In the event of any dissolution, liquidation, or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, and the payment of any liquidation preference with respect to any other class of capital stock of the Corporation that has a liquidation preference over the Common Stock, the remaining assets and funds of the Corporation shall be divided among and paid ratably to the holders of the Class A Voting Common Stock and Class B Nonvoting Common Stock.

2. Voting Rights. Each holder of Class A Common Stock shall be entitled to one vote per share on any and all matters required to be (or otherwise) submitted for a vote or consent by holders of Common Stock.

Class B Nonvoting Common Stock

1. Dividends and Distributions. When and as dividends or other distributions are declared upon the Common Stock, whether payable in cash, in property, or in shares of stock of the Corporation, the holders of Class B Nonvoting Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions among all holders of Class A Voting Common Stock and all holders of Class B Nonvoting Common Stock. In the event of any dissolution, liquidation, or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, and the payment of any liquidation preference with respect to any other class of capital stock of the Corporation that has a liquidation preference over the Common Stock, the remaining assets and funds of the Corporation shall be divided among and paid ratably to the holders of the Class A Voting Common Stock and Class B Nonvoting Common Stock.

2. Voting Rights. The holders of Class B Nonvoting Common Stock shall not be entitled to vote on any matters pertaining to the affairs of the Corporation unless applicable law grants such holders the right to vote on such matters and such right is not waivable by such holders. In the event any of such rights are waivable, all of the holders of Class B Nonvoting Common Stock shall be deemed to have waived such rights.

B. CONVERTIBLE PREFERRED STOCK

Subject to the provisions of these Articles of Incorporation and this ARTICLE IV, shares of Convertible Preferred Stock may be issued from time to time in one or more series as may be determined by the Board of Directors. The Board of Directors is authorized to determine or alter the designations, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of a series of Convertible Preferred Stock, including, but not limited to: (1) the distinctive designation of each series and the number of shares that will constitute such series (except that any decrease in the number of shares constituting such series shall not be below the number of shares of such series then outstanding); (2) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple votes per share; (3) the dividend rate, if any dividends are to be paid, on the shares of any such series, any restrictions, limitations, or conditions upon the payment of such dividends, whether such dividends shall be cumulative, and the dates on which such dividends are payable; (4) the prices at which, and the terms and conditions on which, the shares of such series may be redeemed, if such shares are redeemable; (5) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (6) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; and (7) the terms and conditions on which the shares are convertible into shares of Class B Nonvoting Common Stock, provided, however, that each share of Convertible Preferred Stock shall be converted, upon such an event of conversion, into one share of Class B Nonvoting Common Stock.

Any and all shares issued and for which full consideration has been paid or delivered shall be deemed fully paid stock, and the holder thereof shall not be liable for any further payment thereon.

ARTICLE V INITIAL OFFICERS AND DIRECTORS

The Board of Directors of the Corporation shall initially consist of the following five (5) individuals, each to serve until his resignation, death, disability, removal, or the expiration of his term, as set forth in the By-Laws of the Corporation:

- 1) Wes Sheffield – Chairman of the Board
- 2) Louis Bode
- 3) George Sheffield
- 4) Alfredo Barquin
- 5) Paul Merlino



ARTICLE VI
REGISTERED AGENT

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

Wes Sheffield
2384 Sadler Road
Fernandina Beach, Florida 32034

ARTICLE VII
INCORPORATOR

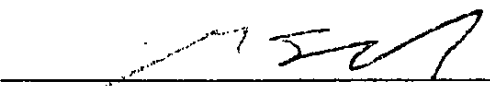
The name and address of the incorporator is:

J. Christopher Miller, Esq.
Robinson & Miller, P.C.
3460 Preston Ridge Road, Suite 100
Alpharetta, Georgia 30005

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under applicable provisions of the Florida Statutes, the Corporation is permitted to make such indemnification. The Corporation, may, in the sole discretion of the Board of Directors of the Corporation, indemnify any other person who may be indemnified pursuant to applicable provisions of the Florida Statutes, to the extent the Board of Directors deems advisable. No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall only eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Statutes.

.....
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 the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

10-15-07

Date



Signature of Incorporator

10-19-07

Date