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NATHANIEL NASON
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DREW H. WHITE II
THOMAS J. YEAGER

MEMBER OF THE FLORIDA BAR
FLORIDA BAR NO. 100000

SCOTT A. YEAGER
NATHANIEL NASON
DAVID A. GILMAN
RICHARD H. NAPIER
DREW H. WHITE II
THOMAS J. YEAGER

May 3, 1995

Office of the Secretary of State
Division of Corporations
P.O. Box 127
Tallahassee, FL 32301

40000036529

Re: MTG Ventures, Inc.
Our File: 3823/9737

To Whom It May Concern:

In connection with the proposed organization of MTG Ventures, Inc., enclosed please find one duly executed original and one copy of Articles of Incorporation. Also enclosed is a check made payable to the Department of State in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified evidentiary copy of the filed Articles.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess

Ronald A. Burgess
Corporate Paralegal

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Enclosures
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**ARTICLES OF INCORPORATION
OF
MTG VENTURES, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

ARTICLE I

NAME

The name of this Corporation shall be:

MTG VENTURES, INC.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

11645 Biscayne Boulevard
Suite 304
Miami, FL 33180

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1 S.W. 129 Avenue
Suite 402
Pembroke Pines, FL 33027

The name of the initial registered agent of this Corporation at that address shall be:

Philip H. Bergman

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws (but at no time shall there be less than one (1) director of the Corporation).

ARTICLE VI

DIRECTOR - NAME AND STREET ADDRESS

The name and street address of the sole member of the first Board of Directors who shall hold office until his successor shall have been duly elected or appointed and shall have qualified is as follows:

Name

Street Address

Philip H. Bergman

1 S.W. 129 Avenue
Suite 402
Pembroke Pines, FL 33027

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

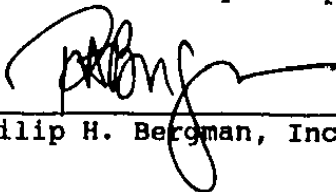
Name

Street Address

Philip H. Bergman

1 S.W. 129 Avenue
Suite 402
Pembroke Pines, FL 33027

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pembroke Pines, Florida, for the uses and purposes aforesaid, this day of April, 1995.


Philip H. Bergman, Incorporator

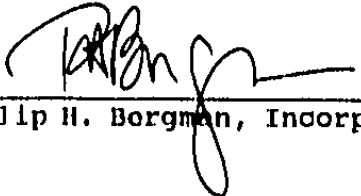
DESIGNATION AND ACCEPTANCE

OF

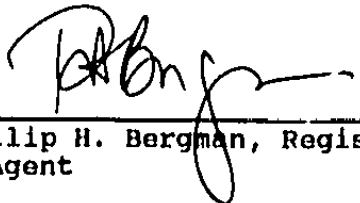
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MTG Ventures, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1 S.W. 129 Avenue, Suite 402, Pembroke Pines, Florida

33027, has named Philip H. Bergman located therent as its registered agent to accept service of process within this State.

By: 
Philip H. Bergman, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Philip H. Bergman, Registered Agent

FILED
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TALLAHASSEE, FLORIDA