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SCOTT SMITH, P.C.
1001 Back Bay Beach Road
West River, Maryland 20778

Scott G. Smith
DC, IL, MD, VA

FILED
95 AUG 15 AM 11:22
SECL. OF COMMERCE
ANTHONY J. O'DRISCOLL
DC, VA

14 August 1995

Division of Corporations
ATTN: New Filing
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
8/15/95 11:22 AM

Via Express Mail

Re: New Corporation

Ladies and Gentlemen:

We are enclosing articles of incorporation for a new Florida corporation to be named, "MGX CORP."

We are also enclosing our firm's check for the filing fee and a certified copy of the articles.

Finally, we are enclosing a return Express Mail mailer for your use in sending our copies back to us as soon as practicable.

Respectfully,

Scott Smith P.C.

Enclosures:

Return mailer
Check
Articles

cc: RBS

MGXART8B
08-14-95

HA
3-16

ARTICLES OF INCORPORATION
OF
MGX CORP.

FILED
95 AUG 15 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MGX CORP.

The address of the principal office of this corporation shall be 8401-9th Street North, Suite B700, St. Petersburg, Florida 33702.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE II. CAPITAL STOCK

The ~~maximum~~ number of shares of stock that this corporation is authorized to have outstanding at any one time 4,000,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 8401-9th Street North, Suite B700, St. Petersburg, Florida 33702, and the name of the initial registered agent of the corporation at that address is Rema Symons.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Scott G. Smith, Esq.
SCOTT SMITH, P.C.
CASERIO
1121 Belair Drive
Highland Beach, Florida 33487

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal of SCOTT SMITH, P.C., on this 14th day of August
1995.

SCOTT SMITH, P.C.

By: 

Scott G. Smith, Esq.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED

95 AUG 15 AM 11:22

Roma Symons, being domiciled in and having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Date: 14 August 1995


Roma Symons