

P95000070532

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

100 RYAN PLAZA, SOUTH

INDUSTRIAL BOULEVARD

PALE BEACH, FLORIDA 33460-0400

TELEPHONE (407) 761-7000

FAX (407) 761-7000

TELEPHONE (407) 761-7000

FORT LAUDERDALE OFFICE

1000 N. 17TH STREET CAUSEWAY

SUITE 400

FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (305) 761-7000

FAX (305) 761-7000

September 7, 1995

HAROLD L. ALLEY, JR., M.D.  
HAROLD L. MAASS, M.D.  
DUSTY ROGERS  
ALAN L. LINDSAY  
EDWARD D. LEWIS  
NEAL W. ROBERTS, JR.  
PAUL B. THOMPSON  
DAVID H. BAKER  
DENNIS A. GARNER  
WILLIAM W. WATKINS  
LOUIS L. HAMBY III  
ROBERT H. MAASS  
M. TIMOTHY HANLON  
JOSEPH L. THILLMAN  
KURT E. ROSSCHARDT  
MICHAEL L. DUFFY  
WARREN D. HAYES, SR.  
GENE D. LIPSCHER  
THERESA BENNETT

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

EFFECTIVE DATE  
9/7/95

Re M.T.G. Limited, Inc.

Gentlemen

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, along with a check for \$70.00 to cover the filing fee. Please file the original and return a stamped copy to me at your earliest convenience.

Sincerely,

ALLEY, MAASS, ROGERS  
& LINDSAY, P.A.

BY

*Louis L. Hamby III*  
LOUIS L. HAMBY III

LLH III/cr  
Enc

100001581561  
-03/11/95--01952--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

8AB  
9/13/95

EFFECTIVE DATE  
9/7/95

ARTICLES OF INCORPORATION  
OF  
M.T.G. LIMITED, INC.

Article I - Name

The name of this corporation is M.T.G. LIMITED, INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Principal Office; Mailing Address

The street address of the principal office and mailing address of the corporation is 1601 Belvedere Road, Suite 207 South, West Palm Beach, FL 33406.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Louis L. Hamby III.

Article VII - Incorporator

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

Louis L. Hamby III  
321 Royal Poinciana Plaza  
Palm Beach, FL 33480

Article VIII - Indemnification

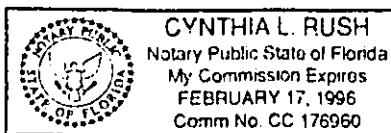
The corporation shall indemnify the incorporator and any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7<sup>th</sup> day of September, 1995.

Louis L. Hamby III  
Louis L. Hamby III

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF PALM BEACH   )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of September, 1995 by Louis L. Hamby III, Incorporator.



Cynthia L. Rush  
Notary Public, State of  
Florida  
Cynthia L. Rush  
Printed Name of Notary Public  
Commission #: \_\_\_\_\_

Personally Known ✓ or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

Acceptance of Designation

The undersigned, Louis L. Hamby III, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Louis L. Hamby III  
Louis L. Hamby III

P95000070532

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

M.T.G. LIMITED, INC., a Florida corporation, P95000070532

INTO

M.T.G. FINANCE, INC., a Florida corporation, P94000087686.

File date: December 3, 1996

Corporate Specialist: Steven Harris