

P96000032931 Charter Number Only

4-15-96

DBR

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

FILED
96 APR 16 AM 11:52
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

MEM Holding Company, Inc.



FLORIDA DEPARTMENT OF BANKING REGULATION
Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

CERTIFIED COPY

F. CHESSEB APR 16 1996

CR2E031 (R8-85)

**Articles Of Incorporation
Of
MGM Holding Company, Inc.**

ARTICLE I - NAME

The name of this corporation shall be MGM HOLDING COMPANY,
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities
or business permitted under the laws of the United States or the
State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is
authorized to have outstanding at any time is one hundred (100)
shares of common stock having a par value of one dollar (\$1.00) per

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share.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

The holders of common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, shares of common stock of this corporation which may be issued from time to time for money, property or past services in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and registered agent is:

John K. Eastham, Jr., Esq.
138 W. Palmetto Park Road
Boca Raton, Florida 33432

The initial registered agent, upon accepting this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes as amended from time to time with regard to keeping the office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of one (1) member. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than four (4).

ARTICLE VIII - INDEMNIFICATION

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

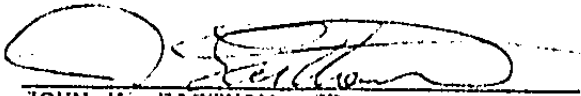
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: JOHN K. EASTHAM, JR., 138 West Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of MGM HOLDING COMPANY, INC. is 750 East Sample Road, Bldg. 7 Bay 9, Pompano Beach, Broward County, Florida 33064.

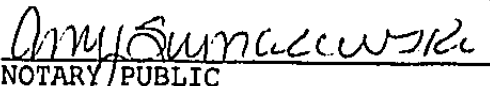
IN WITNESS WHEREOF, I have subscribed my name this 12th
day of April, 1996.


JOHN K. EASTHAM, JR.
Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of MGM HOLDING
COMPANY, INC., were acknowledged before me by JOHN K. EASTHAM, JR.
as Incorporator, who is personally known to me this 12th day
of April, 1996.


NOTARY PUBLIC



AMY SUMACEWSKI
My Commission CC368225
Expires Apr. 27, 1998
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida

1. The name of the corporation is: MGM HOLDING COMPANY, INC.
2. The name and address of the registered agent and office is: JOHN K. EASTHAM, JR., 138 West Palmetto Park Road, Boca Raton, Florida 33432.

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TALLAHASSEE, FLORIDA
JOHN K. EASTHAM, JR.
4/12/96
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

JOHN K. EASTHAM, JR.

DATE:

4/12/96