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April 1, 1996

Secretary of State  
Division of Corporations  
New Filings  
409 East Gaines Street  
Tallahassee FL 32301

400001827414  
-05/17/96--01101--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MGB MANAGEMENT, INC.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

- \$35.00 - Filing Fee
- 52.50 - One Certified Copy
- 35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed pre-addressed Federal Express envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

*April A. Haley*

April A. Haley  
Corporate Legal Assistant

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FILED  
96 MAY 17 10:03  
TALLAHASSEE, FLORIDA

*SAB  
5/23/96*

**ARTICLES OF INCORPORATION OF  
MGS MANAGEMENT, INC.**

FILED  
96 MAY 17 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of this corporation is MGS Management, Inc.

**Article II - Capital Stock**

This corporation is authorized to issue 10,000 shares of common stock.

**Article III - Mailing Address and Principal Office**

The mailing address of the corporation is 46 N. Washington Blvd., #1, Sarasota FL 34236; the principal office of the corporation is 109 Overlea Way, Venice FL 34292.

**Article IV - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota FL 34236 and the name of the initial registered agent of this corporation at that address is Vickie L. Shesler.

**Article V - Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is John W. McGiffen, 109 Overlea Way, Venice FL 34292.

**Article VI - Incorporator**

The name and address of the person signing these Articles is Vickie L. Shesler, 46 North Washington Blvd., #1, Sarasota FL 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of May, 1996.

  
\_\_\_\_\_  
Vickie L. Shesler  
Incorporator

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, VICKIE L. SHESLER, having a street address of 46 North Washington Boulevard, #1, Sarasota FL 34236, having been appointed by the directors of MGS MANAGEMENT, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota FL 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. She accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
VICKIE L. SHESLER

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FILED  
96 MAY 17 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA