

P96000046408

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

SUBJECT: MGA Enterprises

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$122.50.

Karen GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT date of signing  
DATE 5/31/96  
DOC. EXAM 6512

(904) 2870<sup>339</sup>  
FROM: Karen Allen  
MGA Enterprises  
P.O. Box 41285  
Jacksonville, FL 32203  
(904) 387-1128

100001837841  
-05/24/96--01019--006  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
5-17-96

FILED  
65 MAY 24 PM 4:09  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 30, 1996

KAREN ALLEN  
P. O. BOX 41285  
JACKSONVILLE, FL 32203

SUBJECT: MGA ENTERPRISES, INC.  
Ref. Number: W96000011441

We have received your document for MGA ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of execution was left blank.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 096A00027045

ARTICLES OF INCORPORATION  
OF  
MGA Enterprises, Inc.

FILED  
96 MAY 24 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

EFFECTIVE DATE  
5-19-96

The name of this corporation is MGA Enterprises, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, 1316 Fruit Cove Rd., Jacksonville, FL 32259 and the mailing address of the corporation is P.O. Box 41285, Jacksonville, FL 32203.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferee thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of the common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions of Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1316 Fruit Cove Rd., Jacksonville, FL 32259 and the name of the registered agent of this corporation at that address is Karen Allen.

#### ARTICLE V: DIRECTORS & INCORPORATORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial director and incorporator until the first annual meeting of the shareholders are as follows:

Karen Allen  
1316 Fruit Cove Rd.  
Jacksonville, FL 32259  
Owning 51 Shares

Mike Allen  
1316 Fruit Cove Rd.  
Jacksonville, FL 32259  
Owning 49 Shares

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VI: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE VII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 17th day of May 1994

Karen Allen  
Karen Allen  
Director & Incorporator

These Articles were signed in my presence by the Incorporator who produced a form of identification or was personally known to me.

Cindy J. Tomlin  
Notary Public  
Joshua Smith, State of Florida



(Seal)

CINDY J. TOMLIN  
COMMISSION # CC 329166  
EXPIRES NOV 8, 1997  
Bonded Through  
ALAN INSURANCE SERVICES

FILED  
96 MAY 24 PM 1:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE