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FLORIDA DIVISION OF CORPORATIONS
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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.
072720000036

ACCT#:

CONTACT: PATTIE M CALLAHAN
PHONE: (407)843-4600

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NAME: M G MANAGEMENT, INC.

AUDIT NUMBER.....H96000012861

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**LOWNDES
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215 North Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
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DATE: September 13, 1996

TO: ATTENTION: TERESA SPEARS

DIVISION OF CORPORATIONS-ELECTRONIC PROCESSING

COMPANY: FLORIDA DEPARTMENT OF STATE

TELECOPIER NO: (904) 922-4001 TELEPHONE NO: (904) 487-6900

FROM: PATTIE M. CALLAHAN, LEGAL ASSISTANT TO BRADFORD D. WEST

TELECOPIER NO: (407) 423-4495 TELEPHONE NO: (407) 843-4600

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Thank you,

GINA NEAL

CLIENT NO: 099998
M G MANAGEMENT/INC

MATTER NO: 10901
ATTY NO:151

096000012861

ARTICLES OF INCORPORATION
OF
M G MANAGEMENT, INC.

ARTICLE I - NAME

The name of this corporation is M G MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 702 Commerce Circle, Longwood, Florida 32750.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ONE CENT (\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Bradford D. West.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Mark I. Golden

702 Commerce Circle
Longwood, Florida 32750

This document was prepared by:

Bradford D. West, Esq.

Florida Bar Number: 769525
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Bradford D. West

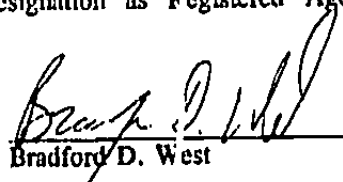
215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of September, 1996.


Bradford D. West, Incorporator

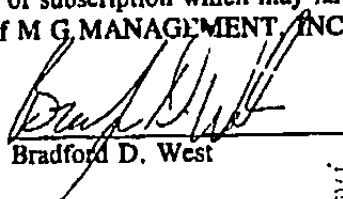
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of M G MANAGEMENT, INC.


Bradford D. West

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of M G MANAGEMENT, INC.


Bradford D. West

FILED
96 SEP 16 AM 9:00
SECRETARY OF STATE
JULIA A. JONES