

**796000102636** of No 327

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: Investments  
of Orlando, Inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> (1) Cert. Copy(s) <i>photo</i>		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S - <i>GIS</i>		
_____ Fictitious Name File		
_____ Name Reservation <i>12/20/96-01029-005</i>		
_____ Annual Report/Reinstatement <i>****18.75 ****18.75</i>		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ( ) _____		
_____ Top Priority _____		
_____ Express Mail Prep. _____		
_____ FAX ( ) _____ pgs.		
<b>SUBTOTALS</b> _____		

96 DEC 20 PM 1:42  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME *12:00* CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN Will Pick Up *12/20/2000* *See 12/20*

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED  
 96 DEC 20 AM 10:41  
 DIVISION OF CORPORATIONS

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

CONSENT

The undersigned MG INVESTMENTS, INC., an Illinois corporation, hereby consents to the use of the name "MG INVESTMENTS OF ORLANDO, INC." by and for the benefit of MG INVESTMENTS, INC., a Florida corporation, a corporation to be formed by Gary Bertrand.

Date: December 19, 1996

MG INVESTMENTS, INC.,  
an Illinois corporation

By: *Gary Bertrand*  
Gary Bertrand, President

FILED  
96 DEC 20 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

MG INVESTMENTS OF ORLANDO, INC.

ARTICLE II

The principal office of this corporation shall be The Clubhouse, 2105 Howell Branch Road, Maitland, Florida 32751, but this corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the board of directors.

ARTICLE III

The amount of capital stock authorized by this corporation shall be 10,000 shares with a par value of \$0.01 per share.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

This corporation shall be managed by a board of directors no less than 1 nor more than 9 who need not be stockholders of the corporation. The names and street addresses of the members of the first board of directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Gary Bertrand  
The Clubhouse - 2105 Howell Branch Road  
Maitland, Florida 32751

ARTICLE VI


The name and street address of the incorporator is:

Gary Bertrand  
The Clubhouse - 2105 Howell Branch Road  
Maitland, Florida 32751

ARTICLE VII

Thomas V. Infantino, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, has been named as the corporation's agent to accept service of process within this State. Said agent has accepted the request to act in this capacity.

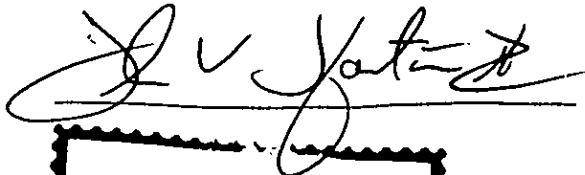
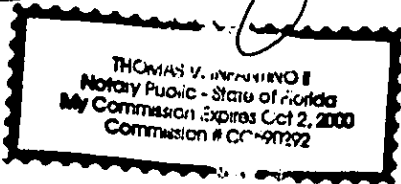
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on December 18, 1996.

  
\_\_\_\_\_  
Gary Bertrand

STATE OF FLORIDA:  
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, GARY BERTRAND, personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on December 18, 1996.

  
\_\_\_\_\_  


FILED  
96 DEC 20 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

---

Pursuant to Chapter 48.091, Florida Statutes, the corporation  
submits:

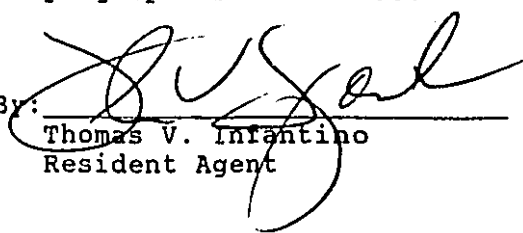
INC.

That MG INVESTMENTS OF ORLANDO, a corporation organized under the  
laws of the State of Florida, has named THOMAS V. INFANTINO,  
located at Suite 7, 180 South Knowles Avenue, Winter Park, County  
of Orange, State of Florida, as its agent to accept service of  
process within this state.

By:   
Gary Bertrand, Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said act relative to keeping open said office.

By:   
Thomas V. Infantino  
Resident Agent

P96000102636

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

MG INVESTMENTS, INC., an Illinois corporation, F96000000585

INTO

MG INVESTMENTS OF ORLANDO, INC., a Florida corporation, P96000102636

File date: January 27, 1997

Corporate Specialist: Darlene Connell

# P96000102636

## CAPITAL CONNECTION, INC.

417 E Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
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NAME \_\_\_\_\_  
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 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**RECEIVED**  
 96 JAN 27 AM 10:31  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

Mergers  
 01-27-97  
 DC

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <u>AMP</u>	_____	_____	_____

WALK-IN Will Pick Up 12771100

RE: MG Investments  
of

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>merger</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
C U S - <u>100002068901--3</u>		
<input type="checkbox"/> Fictitious Name File <u>-01/27/97--01012--006</u>	***122.50	***122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prep. _____		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b> _____		

97 JAN 27 PM 2:35  
 DEPARTMENT OF STATE  
 TALLAHASSEE, FLORIDA

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit Invoice number with payment  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

**ARTICLES OF MERGER**

FILED  
97 JAN 27 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1107, Florida Statutes the undersigned domestic and foreign corporations have adopted the following articles of merger for the purpose of merging them in one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

<u>Name of Corporation</u>	<u>State</u>
MG Investments, Inc.	Illinois
MG Investments of Orlando, Inc.	Florida

- The laws of the state of Illinois permit such merger.
- The name of the surviving corporation is MG Investments of Orlando, Inc. and it is to be governed by the laws of the State of Florida.
- The attached plan of merger was approved by the directors and stockholders of the undersigned domestic corporations on December 31, 1996, in the manner prescribed by statute and in the manner prescribed by the laws of the state under which it is organized.
- MG Investments of Orlando, Inc. the Surviving Corporation, further agrees that it will promptly pay to the dissenting stockholders of any corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Illinois corporate law with respect to the rights of dissenting stockholders.
- The effective date of this merger shall be earlier of the dates permitted by law of (a) when a certificate of merger is issued by the Secretary of State of the State of Florida; or (b) upon the filing of articles of merger; or January 1, 1997.
- Dated: January 23, 1997.

[execution on next page]



IN WITNESS WHEREOF, the undersigned officers of the merging corporations have hereunto set their hands and seals on January 23, 1997.

MG Investments, Inc.

By:   
Gary Bertrand, President

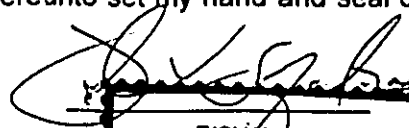
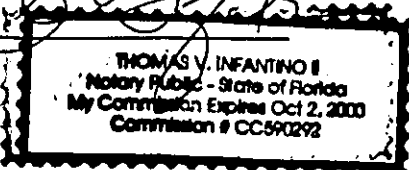
MG Investments of Orlando, Inc.

By:   
Gary Bertrand, President

STATE OF FLORIDA:  
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, GARY BERTRAND, president of and on behalf of MG Investments, Inc., personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.


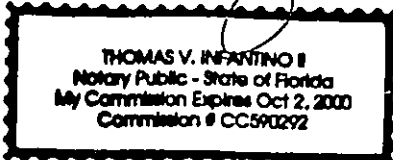
IN WITNESS WHEREOF, I have hereunto set my hand and seal on January 23, 1997.

  
  
THOMAS V. INFANTINO II  
Notary Public - State of Florida  
My Commission Expires Oct 2, 2000  
Commission # CC590292

STATE OF FLORIDA:  
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, GARY BERTRAND, president of and on behalf of MG Investments of Orlando, Inc., personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on January 23, 1997.

  
  
THOMAS V. INFANTINO II  
Notary Public - State of Florida  
My Commission Expires Oct 2, 2000  
Commission # CC590292

HOPY

## MERGER AGREEMENT

THIS AGREEMENT of merger made effective the 1st day of January 1997, between MG INVESTMENTS OF ORLANDO, INC., a Florida corporation, hereinafter called the Surviving Corporation, and MG INVESTMENTS, INC., an Illinois corporation, hereinafter called the Absorbed Corporation.

### RECITALS

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida, with its principal business located at 2105 Howell Branch Road, Maitland, Florida 32751 and its executive office located at 9107 Sloane Street, Lake Nona, Orlando, Florida 32827.

WHEREAS, Surviving Corporation has a capitalization of Ten Thousand [10,000] authorized shares of common stock, having a par value of One Hundredth of a Dollar (\$0.01) per share, of which One Thousand shares are issued and outstanding.

WHEREAS, Absorbed Corporation is a corporation duly organized and existing under the laws of the State of Illinois, with its principal office located at 2105 Howell Branch Road, Maitland, Florida 32751 and is qualified to do business as a foreign corporation in the State of Florida.

WHEREAS, Absorbed Corporation has a capitalization of Ten Thousand [10,000] authorized shares of common stock, having a par value of Zero Dollars (\$0.00) per share, of which 1,000 shares are issued and outstanding.

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that MG INVESTMENTS, INC. be merged into MG INVESTMENTS OF ORLANDO, INC., in accordance with the provisions of Section 607.1101, Florida Statutes, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

### SECTION ONE

#### MERGER

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Absorbed Corporation shall merge with and into MG INVESTMENTS OF ORLANDO, INC., which shall be the surviving corporation.

## SECTION TWO

### TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

## SECTION THREE

### CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the common stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into One [1] share of the common stock of Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion of their fractional share interests.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the Surviving Corporation.

#### SECTION FOUR

#### ARTICLES OF INCORPORATION

The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

#### SECTION FIVE

#### BYLAWS

The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

#### SECTION SIX

#### DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

#### SECTION SEVEN

#### LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular dividends on their outstanding common shares in the respective amounts no more than Twenty Dollars (\$20.00) per share and Twenty Dollars (\$20.00) per share], and take all action necessary or appropriate under federal and state law to consummate this merger.

## SECTION EIGHT

### APPROVAL OF SHAREHOLDERS

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meeting to be held on or before December 31, 1996, or at such other time as the boards of directors of the constituent corporations may agree.

## SECTION NINE

### EFFECTIVE DATE

The effective date of this merger shall be earlier of the dates permitted by law of (a) when a certificate of merger is issued by the Secretary of State of the State of Florida; or (b) upon the filing of articles of merger; or January 1, 1997.

## SECTION TEN

### ABANDONMENT OF MERGER

This agreement of merger may be abandoned by action of the board of directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before December 31, 1996; or

(b) If, in the judgment of the board or directors of either the surviving or the absorbed corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.


## SECTION ELEVEN

### EXECUTION OF AGREEMENT


This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

MG INVESTMENTS OF ORLANDO, INC.

by:   
Gary Bertrand, President

MG INVESTMENTS, INC.

by:   
Gary Bertrand, President