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OFFICE
SANDRA G. KRAWITZ, P.A.

ONE LINCOLN PLACE
1900 GLADES ROAD, SUITE 357
BOCA RATON, FLORIDA 33431

MEMBER FLORIDA AND
WASHINGTON, D.C. BAR

TELEPHONE 407 393 5010
FACSIMILE 407 394 3009

December 23, 1996

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Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32301

Re: MGS STOREFRONTS, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the charges for filing fees, certification and registered agent.

Please return a "true certified copy" of the Articles of Incorporation showing that they have been received and filed. We have enclosed a self-addressed, stamped envelope for your convenience in returning same.

Thank you for your cooperation.

Very truly yours,

SANDRA G. KRAWITZ, P.A.

BY:


SANDRA G. KRAWITZ

SGK/kc

ENCLOSURES

cc: Mr. Saul Dreier via fax: 755-0648

FILED
96 DEC 30 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 3 1 BSB

FILED

ARTICLES OF INCORPORATION

OF

MGS STOREFRONTS, INC.

96 DEC 30 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

MGS STOREFRONTS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 100 shares of Common Stock, par value \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 11570 WILES ROAD, SUITE #4, CORAL SPRINGS, FL 33076. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
INCORPORATORS

The name and street address of the Incorporators of these articles is:

1. SAUL DREIER
2304 Lucaya Lane, Apt. 4-M
Coconut Creek, FL 33066
2. PHILIP C. ELLIS
12152 W. Sample Road
Coral Springs, FL 33065
3. ANTHONY FINELLI
4766 NW 96th Drive
Coral Springs, FL 33076

ARTICLE VII
DIRECTORS

The initial Board of Directors shall consist of 3 persons. The names and addresses of the persons who will serve on the initial board of directors are as follows:

1. SAUL DREIER
2304 Lucaya Lane, Apt. 4-M
Coconut Creek, FL 33066
2. PHILIP C. ELLIS
12152 W. Sample Road
Coral Springs, FL 33065
3. ANTHONY FINELLI
4766 NW 96th Drive
Coral Springs, FL 33076

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11570 WILES ROAD, SUITE #4, CORAL SPRINGS, FL 33076, and the name of the initial registered agent of the Corporation at that address is SAUL DREIER.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence its corporate existence upon filing.

Saul Dreier
SAUL DREIER

Phillip C. Ellis
PHILLIP C. ELLIS

Anthony L. Finelli
ANTHONY L. FINELLI

STATE OF FLORIDA
COUNTY OF Pineland

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared SAUL DREIER, PHILLIP C. ELLIS and ANTHONY L. FINELLI, to me known to be the person described as Incorporators in and who executed the foregoing Articles of Incorporation and who acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of Dec., 1996.

My Commission Expires:

Dennis Mamm
NOTARY PUBLIC, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN

THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SAUL DREIER, PHILLIP C. ELLIS, ANTHONY L. FINELLI, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 11570 WILES ROAD, SUITE #4, CORAL SPRINGS, FL 33076, with SAUL DREIER, as its Registered Agent, to accept service of process within this state, at that address.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Saul Dreier
SAUL DREIER

DENNIS MAMM
COMMISSION # CC30314
EXPIRES JAN 28, 1997
Atlantic Bonding Co., Inc.
732-2345
NOTARY PUBLIC
STATE OF FLORIDA
PH 12:14

STATE OF FLORIDA

COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared SAUL DREIER, to me known to be the person described as Registered Agent in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of Dec, 1996.

My Commission Expires:

Dennis Mann
NOTARY PUBLIC, State of Florida

