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CONTACT: RICHARD OSTER
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(203) 852-6756

FAX #:

NAME: MGMEDICAL, INC.

AUDIT NUMBER.....H97000002587

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

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**ARTICLES OF INCORPORATION
OF
MGMedical, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MGMedical, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6317 Ridgeway Drive, New Port Richey, FL 34655.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Michael R. Gill, 6317 Ridgeway Drive, New Port Richey, FL 34655.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Richard Oster, 1723 Arrowhead Dr., Beloit WI.

ARTICLE V INITIAL DIRECTORS

The initial director of the corporation is:
Michael R. Gill, 6317 Ridgeway Drive, New Port Richey, FL 34655.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of February, 1997.



The document was prepared by:
Richard Oster, 1723 Arrowhead Dr., Beloit, WI 53511. 608-363-3875

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICER

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTE,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICER/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is: MGMedical, Inc.
2. The name and address of the registered agent and office is: Michael R. Gill, 6317
Ridgetop Drive, New Port Richey, FL 34655.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered
agent.


Signature Michael R. Gill

2-7-97
Date

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