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February 28, 1997,

Secretary of State
Box 6327
Tallahassee
Florida 32314

RE: MGT DISTRIBUTOR, INC.

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****122.50 ****122.50

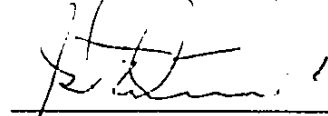
Sir,

Please find enclosed a request for the incorporation of MGT DISTRIBUTOR, INC.

- 1.- A check of \$122.50 to the order of the Secretary of State;
- 2.- The Articles of Incorporation of MGT DISTRIBUTOR, INC. and the Declaration of the Registration Agent.

Very Truly Yours,

MGT DISTRIBUTOR, INC.



Gerard Tetreault, President

(no envelope)

FILED
97 MAR -3 11:10
TALLAHASSEE, FLORIDA
3/6/97

ARTICLES OF INCORPORATION
OF
MGT DISTRIBUTOR, INC.

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and so hereby subscribe, acknowledge, and file in the Office of the Secretary of Incorporation, to wit:

ARTICLE I

The corporate name shall be MGT DISTRIBUTOR, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida at the following address, which is also the mailing address of the corporation: 2500 Hollywood Blvd., #215
Hollywood, Florida 33020

ARTICLE III

- 1.- The number of shares of authorized capital stock in this corporation shall be two hundred thousand (200,000) shares of common stock with a nominal or par value of \$1.00 each.
- 2.- The capital stock may be paid for in property, labor, service or cash, at a just calculation to be fixed by the stockholder. All such stock shall be fully paid and non-assessable.
- 3.- Two hundred thousand (200,000) shares cumulative preferred stock. The preferred stock will be no par stock/have a par value of \$100.00 per share.

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· Holders of preferred stock will not be entitled to vote for
.. Directors and other corporate issues (unless for quartely
 dividends in a row have been omitted).

ARTICLE IV

The amount of capital with which this corporation will begin
business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be
perpetual.

ARTICLE VI

The principal office of the corporation shall be in Broward
County or at such locations as the corporation may have such
other places of business in the State of Florida as the nature
and progress of the business of the corporation shall from time
to time render necessary and/or desirable. The stockholders may
from time to time move the principal office to any other address
or place in Florida.

ARTICLE VII

The name and street address, and the number of shares subscribed
to by the initial subscriber and director hereto, who is to
conduct the business of the corporation until those elected at
the organizational meeting is:

NAME:	ADDRESS:	NUMBER OF SHARES:
TÉTREAUULT, Gérard	1567 Route 344 St-Placide QC Canada J0V 2B0	90 common stock
PIUZE, Bernard	17801 North Bay Road #602 North Miami Beach FL 33160 USA	10 common stock

ARTICLE VIII

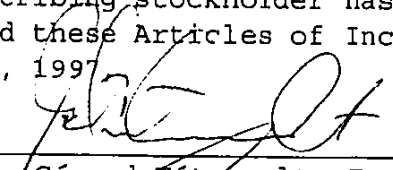
The initial registered office shall be at 2500 Hollywood Boulevard, Suite #215, Hollywood, Florida 33020.

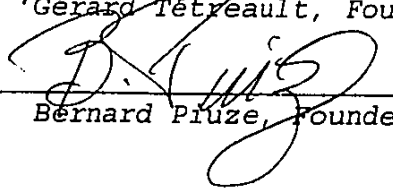
The initial registered agent at the same address shall be Marc Labossière.

ARTICLE IX

- 1.- When the stockholders so determine, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
- 2.- Any meeting of the stockholders may be held within or without the State of Florida.
- 3.- Officers of the corporation need not be stockholders.


IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this February 27, 1997


Gérard Tétreault, Founder


Bernard Pruze, Founder

REGISTERED AGENT:

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


Marc Labossière, Registered agent

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