Address **5000002173215--6** -05/09/97--01079--025_ City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy Will wait Photocopy → Mail out Certificate of Status AMENDMENTS NEW FILINGS... Profit Amendment 97 MAY -9 MM H: 37 NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/ QUALIFICATION Annual Report Foreign **Fictitious Name** Limited Partnership Name Reservation

Reinstatement Trademark

Other

ARTICLES OF INCORPORATION

OF

FILED 97 MAY -9 PILL: 14 SECRETA SEDE STATE TALLAMAS SE, FLORIDA

SCG INVESTMENTS, INC.

<u>ARTICLE 1 - NAME</u>

The name of this Corporation is SCG Investments, Inc. and its address is 7800 Red Road, Suite 329, Miami, Florida, 33143.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

<u>ARTICLE III - PURPOSE</u>

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is H. Joseph Vaughn, and his address is 7800 Red Road, Suite 329, Miami, Florida 33143.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

NAME

ADDRESS

H. Joseph Vaughn

7800 Red Road Suite 329 Miami, Florida 33143

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is H. Joseph Vaughn and his address is 7800 Red Road, Suite 329, Miami, Florida 33143.

FILED

97 MAY -9 PH 1: 14

SECLETATE OF STATE
ALLAMAN F. TORDA

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of May, 1997.

J. Joseph Vaughn

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 1/1/57 DAY OF MAY, 1997.

H. Joseph Vaughn

c \SCG Investments\Articles of Incorporation