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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MEDALLION GROUP MANAGEMENT CORPORATION

AUDIT NUMBER.....H97000009800

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION FOR: MEDALLION GROUP MANAGEMENT CORPORATION

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name and principal address of the corporation shall be:

MEDALLION GROUP MANAGEMENT CORPORATION
2530 SunUp Lane
Lantana, FL 33462-2544

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ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 50,000 shares of common stock having \$1.00 (One Dollar) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

Prepared By:
Robert L. Bakeris, Esquire, 400 S. Dixie Hwy.,
Suite#110, Boca Raton, FL 33432
561-393-1663, Florida Bar# 845345

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ARTICLE IV - BOARD OF DIRECTORS

All corporate powers should be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director(s) initially. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

JAMES EGAN
2530 SunUp Lane
Lantana, FL 33462-2544

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

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ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

JAMES EGAN
2530 SunUp Lane
Lantana, FL 33462-2544

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office and Agent of the corporation is: 2530 SunUp Lane, Lantana, FL 33462-2544, and the name of the Initial Registered Agent of the corporation at that address is:

JAMES EGAN

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

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TOTAL P.05

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SIGNATURE

(Registered Agent)

DATE

6/13/97

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these
Articles of Incorporation this 13th day of June, 1997.

JAMES EGAN

STATE OF FLORIDA)

) ss.

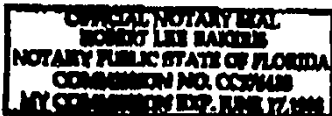
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to minister oaths and
take acknowledgments, personally appeared JAMES EGAN, known to me or who has
produced FL DL: E 250-445-56-102-0 as Identification, and who
executed the foregoing Articles of Incorporation, and he acknowledged before me that he
executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 13th day of June, 1997 at Palm Beach
County, Florida.

NOTARY PUBLIC
State of Florida at Large

My commission expires:



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EXP. DATE 11/17/97

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