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August 6, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

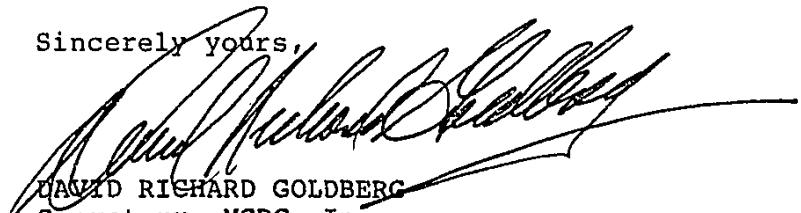
RE: MGDG, INC.

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08/08/97 01020 001
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of MGDG, Inc.
along with Certificate of Designation of Registered Agent and
a check in the amount of \$122.50 payable to the State of
Florida Department of State. Please process ASAP.

Sincerely yours,


DAVID RICHARD GOLDBERG
Secretary, MGDG, Inc.

DRG/mw
Enclosures

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FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T.M. - 8/8/97

**ARTICLES OF INCORPORATION
OF
MGDG, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporators adopt the following Articles of Incorporation:

Article One

The name of the corporation is MGDG, Inc.

Article Two

The street and mailing address of the initial principal office of the corporation is:

7481 W. Oakland Park Blvd.
Suite 208
Lauderhill, FL 33319

Article Three

The duration of the corporation is perpetual.

Article Four

The general purposes for which the corporation is organized are: To transact any other business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the management of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

Article Five

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall be without par value.

Article Six

The name and address of the initial registered agent is:

David Goldberg
7481 W. Oakland Park Blvd.
Suite 208
Lauderhill, FL 33319

Article Seven

The corporation shall be without a board of directors, and all management functions shall be assumed by the officers of the corporation, who shall be elected by the shareholders.

Article Eight

The name and address of each incorporator is:

Mort Gregg, 600 Sierra Circle, Coral Gables, Florida
David Goldberg, 9511 Conch Shell Manor, Plantation, Florida 33327

Article Nine

No shareholder of the corporation may offer their shares to any outside interests without first offering said share to the corporation. The corporation shall have ninety (90) days to accept said offer, and the purchase price shall be set as the net worth of said share at the time of the offering, to be determined by the corporate accountant. If the corporation refuses to buy said shares, the shareholder may offer them to outside interests, subject to the approval of the corporation which shall not be unreasonably withheld.


Article Ten

The shareholders of the corporation shall be granted preemptive rights to any new issue of shares issued by the corporation.

Article Eleven

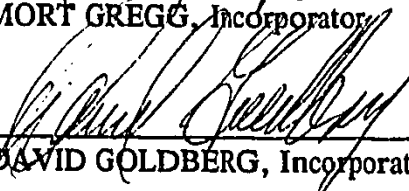
The corporation is to be considered a subchapter S corporation for both state and federal tax purposes. Further, Section 1244 of the IRS Code shall be applicable and the shareholders of the corporation shall be allowed to elect this.

Executed by the undersigned:



MORT GREGG, Incorporator

Date 6-25-97



DAVID GOLDBERG, Incorporator

Date 6-27-97

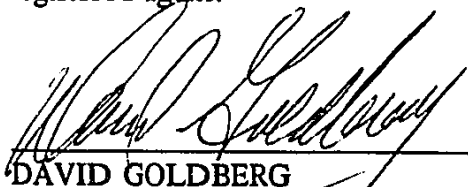
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or
FS § 617.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA**

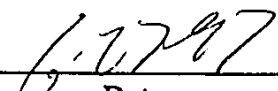
1. The name of the corporation is MGDG, Inc.
2. The name and address of the registered agent and office is:

David Goldberg
7481 W. Oakland Park Blvd.
Suite 208
Lauderhill, FL 33319

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.



DAVID GOLDBERG



Date

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA

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