

MARC A. BERMAN

Attorney At Law

P98000005702

Tuesday, January 06, 1998

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

SUBJECT: MG Holdings, Inc.

Dear Sir/Madam:

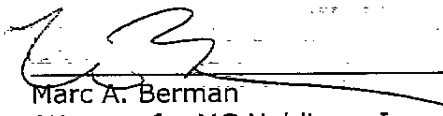
Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

A check for \$70.00 is enclosed. This represents payment for:

Filing Articles of Incorporation.

If you have any questions, please do not hesitate to contact me. Your cooperation is greatly appreciated.

Sincerely


Marc A. Berman
Attorney for MG Holdings, Inc.

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by
1/20
W98-614

2801 NW 22nd Terrace
Pompano Beach, Florida 33069
Ph. (954) 917-8785 • Fax (954) 975-3577
Email: mablaw@bellrock.com

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DIVISION OF CORPORATIONS
98 JAN 20 PM 1:53

MARC A. BERMAN

Attorney At Law

2801 NW 22nd Terrace
Pompano Beach, Florida 33069
Ph. (954) 917-8785 • Fax (954) 975-3577
Email: mablaw@bellrock.com

Thursday, January 15, 1998

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

SUBJECT: Document Number 59A00001501.

Dear Sir/Madam:

Enclosed is a revised copy of the Articles of Incorporation of Convertible Ventures, Inc.

If you have any questions, please do not hesitate to contact me. Your cooperation is greatly appreciated.

Sincerely



Marc A. Berman
Attorney for Convertible Ventures, Inc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

MARC A. BERMAN, ESQ.
2801 NW 22 TERR.
POMPANO BEACH, FL 33069

SUBJECT: MG HOLDINGS, INC.
Ref. Number: W98000000614

We have received your document for MG HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 598A00001501

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

Convertible Ventures, Inc.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purposes of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

Name

The corporation name for the corporation (hereinafter called the "corporation") is
Convertible Ventures, Inc.

Principal Office

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

2801 NW 22nd Terrace
Pompano Beach, FL 33069

Capital Stock

The number of shares that the corporation is authorized to issue is 1000, all of which are without par value and are of the same class and are Common shares.

Registered Agent and Office

The street address of the initial registered office of the corporation in the State of Florida is 2801 NW 22nd Terrace, Pompano Beach, FL 33069.

The name of the initial registered agent of the corporation at the said registered office is Marc A. Berman.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Incorporator

The name and address of the incorporator are:

Marc A. Berman
2801 NW 22nd Terrace
Pompano Beach, FL 33069

Preemptive Rights

Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of

Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

Duration

The duration of the corporation shall be perpetual.

Purpose

The corporation is organized for all legal purposes under the law.

Indemnification

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Directors

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are

Marc A. Berman
2801 NW 22nd Terrace
Pompano Beach, FL 33069

Greg Lymber
2801 NW 22nd Terrace

Pompano Beach, FL 33069

Incorporators Signing Articles

The name and street address of the person signing these articles of incorporation
is:

Marc A. Berman
2801 NW 22nd Terrace
Pompano Beach, FL 33069

IN WITNESS WHEREOF, the undersigned incorporator has executed these
articles of incorporation this 18th day of December 1997.



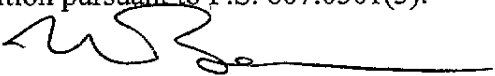
Marc A. Berman

December 18, 1997
Date

FILED
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DIVISION OF CORPORATIONS
98 JAN 20 PM 1:54

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ~~Convertible Ventures~~ at the
place designated in the articles of incorporation, the undersigned is familiar with and
accepts the obligations of that position pursuant to F.S. 607.0501(3).



Marc A. Berman

12/18/97
Date