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SOUZA & GILBERT, P.A.

Attorneys and Counselors at Law

James G. Souza, Esquire
Guy H. Gilbert, Esquire

2620 West Kennedy Boulevard ♦ Tampa, Florida 33609 ♦ Telephone (813) 879-2930 ♦ TeleFax (813) 879-2634

TRANSMITTAL LETTER

FROM:

P98000036309

MJG Consulting, Inc.
2620 W. Kennedy Blvd.
Tampa, FL 33609

DEAR CORPORATIONS DIVISION:

700002493527--5
-04/20/98--01056--003
*****70.00 *****70.00

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certificate of designation of registered office and registered agent for the above named corporation.
3. A check in the amount of \$70 for filing fees.

A certified copy is NOT requested.

Please send responses or receipts concerning this filing to the following address:

Guy H. Gilbert, Registered Agent
2620 W. Kennedy Blvd.
Tampa, FL 33609

Thank you for your time and attention to this matter.

Sincerely yours,

F. CHESSE

APR 21 1998


Guy H. Gilbert

FILED
98 APR 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MJG Consulting, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

FILED
98 APR 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

MJG Consulting, Inc.

The address of the principal office of this corporation shall be 5902 Memorial Highway, #1204, Tampa, FL 33615 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 30 shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED AGENT

The street of the initial registered office of the corporation shall be 2620 W. Kennedy Blvd., Tampa, Florida 33609, and the name of the initial registered agent of the corporation at that address is Guy H. Gilbert.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Michael J. Guergawi, Director 5902 Memorial Highway #1204, Tampa, FL 33615

ARTICLE VII. INCORPORATOR

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

Guy H. Gilbert
2620 W. Kennedy Blvd.
Tampa, FL 33609

IN WITNESS WHEREOF, I have executed these articles of incorporation this 14th day of April, 1998.



Guy H. Gilbert

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION

MJG Consulting, Inc.

Guy H. Gilbert, as sole incorporator, for value received hereby assigns any and all rights
he may have as such incorporator to the following:

MJG Consulting, Inc.

Dated: 4/14/98

BY:



Guy H. Gilbert

CERTIFICATE OF DESIGNATION

OF

REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is MJG Consulting, Inc.
2. The address of the registered office is 2620 W. Kennedy Blvd., Tampa, FL 33609.
3. The name of the registered agent at the registered office is Guy H. Gilbert.

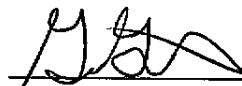
Dated: 4/13/98

MJG Consulting, Inc.


Guy H. Gilbert, Incorporator

FILED
98 APR 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept services of process for the above-named 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.


Guy H. Gilbert