

8/11/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:51 PM

((H98000014880 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~XXXX~~ ~~XXXXXX~~ Greg

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MG2, INC.

AUDIT NUMBER.....H98000014880

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>:

FILED
98 AUG 11 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

598 A 41824

F. CHESSEN AUG 12 1998

.H98000014880

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
MG2, Inc.

Article II. Address

The mailing address of the Corporation is:
MG2, Inc.
333 West Camino Gardens, Suite 203
Boca Raton FL 33432

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Kenneth L. Minerley
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Warren Blasland
Karl Alterman
Joseph Bilotti

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Kenneth L. Minerley | FL Bar Member 521840
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
561-362-6699

H98000014880

Copyright © 1993-1998 CC

FILED
98 AUG 11 PM 4:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

H98000014880

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Kenneth L. Minerley
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 11, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 11, 1998.



KENNETH L. MINERLEY
by G.K. Kuroda as attorney-in-fact

Kenneth L. Minerley | FL Bar Member 521840
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
561-362-6699

H98000014880

Copyright © 1993-1998 CC

H98000014880

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

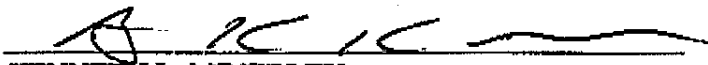
MG2, Inc.

REGISTERED AGENT/OFFICE:

**Kenneth L. Minerley
980 North Federal Highway, Suite 205
Boca Raton FL 33432**

FILED
98 AUG 11 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



KENNETH L. MINERLEY
by G.K. Kuroda as attorney-in-fact

Date: August 11, 1998.

**Kenneth L. Minerley | FL Bar Member 521840
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
561-362-6699**

H98000014880

Copyright © 1993-1998 CC