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August 19, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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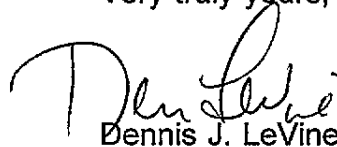
Re: MAGOO ENTERPRISES, INC.

Dear Sir:

Enclosed is an Original and one copy of the Articles of Incorporation, a Certificate Designating Registered Agent, and our Firm's check in the sum of \$122.50 for the above-referenced corporation. Please file the corporation and send the extra copy, date stamped, back in the enclosed envelope.

Should you have any questions concerning the foregoing, please feel free to contact me.

Very truly yours,


Dennis J. LeVine

Enclosure

DJL/klk

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 8:49

R. Purinton AUG 27 1998

ARTICLES OF INCORPORATION OF MAGOO ENTERPRISES, INC

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be MAGOO ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be 14550 Bruce B. Downs Blvd., Bldg. 7, Unit 195, Tampa, Florida 33613.

ARTICLE III. 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 IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE V. ADDRESS

The street address of the initial registered office of this corporation shall be 14550 Bruce B. Downs Blvd., Bldg. 7, Unit 195, Tampa, Florida 33613, and the name of the initial registered agent of this corporation at that address is Rafael Morales.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
CLERK OF STATE
DIVISION OF CORPORATION
98 AUG 24 AM 8:49

ARTICLE VII. SPECIAL PROVISIONS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. DIRECTORS

This professional service corporation shall have one director initially.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Rafael Morales, 14550 Bruce B. Downs Blvd., Bldg. 7, Unit 195, Tampa, FL 33613.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or regal any provision of these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14 day of August, 1998.

 (SEAL)
RAFAEL MORALES

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHICH PROCESS MAY BE SERVED**

MAGOO ENTERPRISES, INC.

In compliance with Florida Statutes, the following is submitted:

MAGOO ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14550 Bruce B. Downs Blvd., Bldg. 7, Unit 195, Tampa, Florida 33613, has named Rafael Morales, 14550 Bruce B. Downs Blvd., Bldg. 7, Unit 195, Tampa, Florida 33613 as its agent to accept service of process within Florida.

DATED this 14 day of August, 1998.


Rafael Morales

Having been named to accept service of process for the above named 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 performance of my duties.


Rafael Morales
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 14th day of August, 1998 by Rafael Morales, who is personally known to me, or who provided Driver's License M642-0720-59-062 as identification.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

