

Charter Number Only

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Requestor's Name: Kupper, Kupper & Skolnick  
Address: 1700 University Dr. #110  
City: Coral Springs State: FL Zip: 33071 Phone:   
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CORPORATION(S) NAME

MRG International, Inc.

FILED  
99 APR 14 AM 11:20  
TALLAHASSEE-FLORIDA  
SECRETARY OF STATE



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit      |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APR 14 10:06 AM '99

RECEIVED

CERTIFIED COPY

**ARTICLES OF INCORPORATION**  
**OF**  
**MRG INTERNATIONAL, INC.**

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

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TALLAHASSEE FLORIDA

**ARTICLE I**

The name of the corporation shall be:

**MRG INTERNATIONAL, INC.**

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE III**

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

LAWRENCE M. KUPFER, ESQUIRE  
FLORIDA BAR NO. 142785  
KUPFER, KUPFER & SKOLNICK, P. A.  
1700 UNIVERSITY DRIVE  
CORAL SPRINGS, FL 33071  
(305) 755-3600

**ARTICLE IV**

**ARTICLE IV**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE V**

The existence of the corporation is perpetual.

**ARTICLE VI**

The street address of the initial registered office of this corporation is:

5101 N.W. 36th Avenue  
Miami, Florida 33142

and the initial registered agent of this corporation at the above is:

SHMUEL BILU

**ARTICLE VII**

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

**ARTICLE VIII**

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

**NAMES**

**ADDRESSES**

SHMUEL BILU

5101 N.W. 36th Avenue  
Miami Florida 33142

**ARTICLE IX**

The names and street address of the party signing the Articles of Incorporation as subscriber is:

**NAMES**

**ADDRESSES**

SHMUEL BILU

5101 N.W. 36th Avenue  
Miami, Florida 33142

#### ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

#### ARTICLE XI

Shares of the capital stock of this corporation shall be issued initially to the following:

SHMUEL BILU	100 Shares
YEHUDA BILU	100 Shares
IRA SCHWARTZ	100 Shares
STEVE SCHWARTZ	100 Shares
SIMON LEBEDIN	100 Shares

#### ARTICLE XII

The corporation shall indemnify any officer or director or any former officer or director, to the full extent by law.

#### ARTICLE XIII

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already, holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE XIV


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XV

The principal place of business of this corporation is:

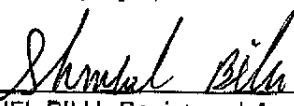
5101 N.W. 36th Avenue  
Miami, Florida 33142

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8 day April, 1999.

  
SHMUEL BILU, Incorporator

## ACKNOWLEDGMENT:

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

  
SHMUEL BILU, Registered Agent

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TALLAHASSEE FLORIDA