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LESLIE JAY GROSS, ESQ.
10471 SW 126TH STREET
MIAMI, FLORIDA 33176
TELEPHONE (305) 235-1323
FACSIMILE (305) 251-1115

EFFECTIVE DATE

6-24-99

June 19, 1999

Secretary of State
PO Box 6327
Tallahassee, Florida 32314

RE: MGG Capital Corp.

Dear Sir or Madam:

400002910564--6
-06/21/99--01104--007
*****70.00 *****70.00

Enclosed herewith please find the following:

1. Original and one (1) copy of the Articles of Incorporation for the above-reference corporation.

2. Our check in the amount of \$70.00, payable to the Secretary of State, representing the following:

Filing Fee \$35.00

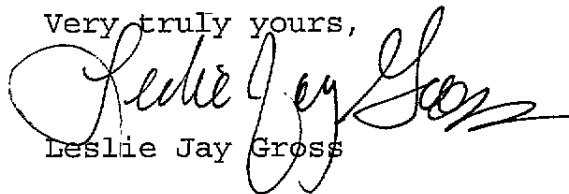
Registered Agent Designation 35.00

Please stamp and return to the undersigned the enclosed copy of the Articles of Incorporation.

If you should have any questions, please contact the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


Leslie Jay Gross

FILED
99 JUN 21 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

LJG/Corporate/
Madhani/MGG Cap Corp./
LTSosInc/061799

CB
6-23-99
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ARTICLES OF INCORPORATION

OF

MGG CAPITAL CORP.

EFFECTIVE DATE

6-24-99

ARTICLE I. - NAME

The name of this corporation (the "Corporation") is:

MGG CAPITAL CORP.

ARTICLE II. - BEGINNING OF CORPORATE EXISTENCE

The existence of the Corporation shall commence on the 24th day of June, 1999, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE III. - PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the Corporation shall be: 10471 SW 126th Street, Miami, Florida 33176-4749

ARTICLE IV. - PURPOSE

The general nature of the business or businesses to be transacted by the Corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under the Florida Statutes.

ARTICLE V. - CAPITAL STOCK

The maximum number of shares of stock the Corporation is authorized to issue and have outstanding at any time shall be 10,000 shares of Common Stock at One Cent (\$.01) par value.

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TALLAHASSEE, FLORIDA

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and the name and street address of the initial registered agent of the Corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Agent and Registered Office</u>
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Leslie Jay Gross, Esq.	10471 SW 126th Street Miami, Florida 33176-4749
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ARTICLE VII. - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of the Corporation shall be the Incorporator named below who shall hold office until the first meeting of incorporators of the Corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles is:

Leslie Jay Gross, Esq.
10471 SW 126th Street

Miami, Florida 33176-4749

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officer or Director of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him or her in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The private property of the Shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares

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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0505 OF THE
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT MGG CAPITAL CORP., A CORPORATION,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT C/O LESLIE JAY
GROSS, 10471 SW 126TH STREET, IN THE CITY OF MIAMI, COUNTY OF
DADE, STATE OF FLORIDA, HAS NAMED LESLIE JAY GROSS, LOCATED
AT: 10471 SW 126TH STREET CITY OF MIAMI, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

By: Leslie Jay Gross, Esq.
LESLIE JAY GROSS, ESQ.
Title: Incorporator

Date: JUNE 19, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF 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 AND COMPLETE PERFORMANCE OF MY DUTIES AND
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 OF THE
FLORIDA STATUTES.

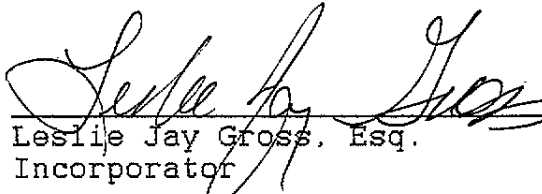
By: Leslie Jay Gross, Esq.
LESLIE JAY GROSS, ESQ.
Title: Registered Agent

Date: JUNE 19, 1999

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TALLAHASSEE, FLORIDA

of its shareholders, and upon dividends due them for any indebtedness to the Corporation of such Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of June, 1999.


Leslie Jay Gross, Esq.
Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 18 day of JUNE 1999 by Leslie Jay Gross.

Aida Colon (SEAL)

Notary Public
State of Florida

Personally known: _____
or Produced Identification: 6620-530-44-264
Type of Identification Produced: Florida Driver's License

Aida Colon

Notary Public, State of Florida
At Large

My Commission Expires:

(SEAL)



AIDA COLON
My Commission CC529589
Expires Feb. 01, 2000



AIDA COLON
My Commission CC529589
Expires Feb. 01, 2000