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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: MGM MAHABIR, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

- _____ \$70.00
Filing Fee
- X \$78.75
Filing Fee & Certificate
- _____ \$122.50
Filing Fee & Certified Copy
- _____ \$131.25
Filing Fee, Certified Copy & Certificate

FILED
99 JUL 26 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-07/26/99--01002--007
*****78.75 *****78.75

FROM:

Gail A. Mahabir
5448 Shingle Creek Drive
Orlando, Florida 32821

NOTE: Please provide the original and one (1) copy of the Articles.

CP
7-26-99

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation act, hereby adopt(s) the following Articles of Incorporation

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ARTICLE I - NAME

The name of the corporation shall be MGM Mahabir, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation to be located is 5448 Shingle Creek Dr, Orlando, Florida 32821.

ARTICLE III - SHARES

The number of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares, (Common Stock), One Dollar, (\$1) par value per share. Gail A. Mahabir will own Five Hundred Ten (510) shares of the corporation, and Martin A. Mahabir will own Four Hundred Ninety (490) shares of the corporation.

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gail A. Mahabir
5448 Shingle Creek Drive
Orlando, Florida 32821

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors. The name and address of the initial members of the Board of Directors are:

Gail A. Mahabir
5448 Shingle Creek Drive
Orlando, Florida 32821

Martin R. Mahabir
5448 Shingle Creek Drive
Orlando, Florida 32821

ARTICLE VII - OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successor is elected or appointed are:

Gail A. Mahabir
President, Secretary
5448 Shingle Creek Drive
Orlando, Florida 32821

Martin R. Mahabir
President, Treasurer
5448 Shingle Creek Drive
Orlando, Florida 32821

ARTICLE VIII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX - INCORPORATOR(S)

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

Gail A. Mahabir
5448 Shingle Creek Drive
Orlando, Florida 32821

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 14th day of July, 1999.

(An additional article must be added if an effective date is requested.)

Signature: Gail A. Mahabir
GAIL A. MAHABIR

Signature: Martin R. Mahabir
MARTIN R. MAHABIR

Notarization is not required.

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1) Name of the corporation is:

MGM Mahabir, Inc.

2) The name and address of the registered agent office is:

Gail A. Mahabir
5448 Shingle Creek Drive
Orlando, Florida 32821

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above-stated 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 am familiar with and accept the obligations of my position as registered agent.

Gail A. Mahabir
Signature

7/14/99
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314