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WILLIAMSON DIAMOND CATON

813 393 5458 P.01/04

Division of Corporations

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Florida Department of State
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Account Number : 074403003061
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FLORIDA PROFIT CORPORATION OR P.A.

MG COMMUNICATIONS, INC.

Certificate of Status	0
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B. McKnight SEP 29 1999

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**ARTICLES OF INCORPORATION
OF
MG COMMUNICATIONS, INC.**

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The undersigned, licensed or otherwise legally authorized to practice accounting by and within the State of Florida, hereby acting as incorporators for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is MG COMMUNICATIONS, INC., and its principal office address is: 2100 9th Street North, St. Petersburg, Florida, 33704; and its mailing address is: 2100 9th Street North, St. Petersburg, Florida, 33704

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2100 9th Street North, St. Petersburg, Florida, 33704, and the name of the initial registered agent is JOANNA L. ESPOSITO.

RICHARD P. CATON, ESQUIRE
WILLIAMSON, DIAMOND & CATON, P.A.
7843 Seminole Boulevard
Seminole, Florida
(727) 398-3600

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ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director, initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOANNA L. ESPOSITO	2100 9 th Street North St. Petersburg, Florida 33704.

ARTICLE 7: INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
JOANNA L. ESPOSITO	2100 9 th Street North St. Petersburg, Florida 33704.

ARTICLE 8: INDEMNIFICATION

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

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
____ day of _____, 1999.


JOANNA L. ESPOSITO, Incorporator

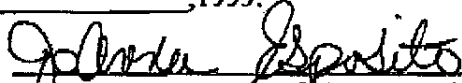
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this _____ day of _____, 1999.


JOANNA L. ESPOSITO, Registered Agent

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