

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****MGV-KERR, INC.**

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ARTICLES OF INCORPORATION  
OF  
MGV-KERR, INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of MGV-KERR, Inc., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MGV-KERR, Inc. and the street address of the initial principal office of the Corporation is 12 NE 188th Street, North Miami, FL 33179.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of no par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 12 NE 188th Street, North Miami, FL 33179, and the name of the initial Registered Agent of the Corporation at that address is George Mak.

PREPARED BY: William T. Coleman, Esquire  
100 Northeast Third Avenue, Suite 1100  
Fort Lauderdale, FL 33301  
(954) 462-3300 - Fla. Bar No. 136415

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ARTICLE V

INCORPORATOR

The name and address of the Incorporator of the Corporation is William T. Coleman, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of November, 1999.

  
WILLIAM T. COLEMAN, Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for MG-V-KERR, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of our position as Registered Agent.

George Mak  
Initial Registered Agent

Dated: November 10, 1999

By: George Mak  
George Mak

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