

997000001206

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: M S & F Associates, Inc.

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp File		
(TCR. Copy) <u>photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search <u>1100002040311</u>		
Driving Record <u>017077781038</u>		
Document Retrieval <u>444470.00</u>		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. _____ Copies		
Courier Service _____		
Shipping/Handling		
Phone () _____		
Top Priority _____		
Express Mail Prep. _____		
FAX () _____ pgs.		
SUBTOTALS		

97 JAN -7 AM 10:36
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA
FILED

EFFECTIVE DATE
1-3-97

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ BY Jan CK No. _____

WALK-IN Will Pick Up 1/7 12:00 Jan

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit in voice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE

1-3-97

ARTICLES OF INCORPORATION
OF
MS&F ASSOCIATES, INC.

FILED
97 JAN -7 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **MS&F ASSOCIATES, INC.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par
value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the
date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 2120 Range Road, Clearwater, Pinellas County, FL 34625.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have two (2) director, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Montana, Jr.	2120 Range Road Clearwater, FL 34625
Susan Montana	2120 Range Road Clearwater, FL 34625

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Elio A. Floro, Jr.	2120 Range Road Clearwater, FL 34625

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

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

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by: Elio A. Floro, Jr.

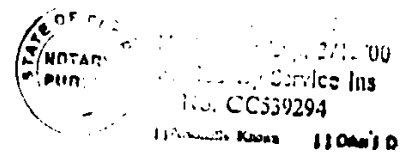
Dated this 3rd day of January, 1997.

Elio A. Floro, Jr.
Elio A. Floro, Jr.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd day of
January, 1997, by Elio A. Floro, Jr., who is personally known to me or who has produced
D.D. as identification, and who did take an oath.

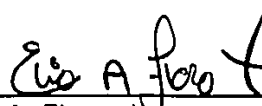
Loane L. Gibson
Printed Name:
Notary Public
My Commission Expires:
Serial Number:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That MS&F Associates, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named FRANK J. GRECO, located at 17 15 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607, as its agent to accept service of process within this state.



Elio A. Floro, Jr.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Frank Greco, Registered Agent