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FILED
98 JAN 29 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEEL HECTOR & DAVIS LLP
Requestor's Name

Address

City/State/Zip Phone #
222-2300

CONTACT: ELIZABETH

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #) 500002414105--8
-01/28/98--01009--031
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- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

Walk in Pick up time 3:30 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

ARTICLES OF INCORPORATION
MSR HOLDING CORP.

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 JAN 28 AM 10:21
DIVISION OF CORPORATION

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
MSR HOLDING CORP.

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ARTICLE I - NAME

The name of the corporation is MSR Holding Corp., (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, Suite #4874, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 316 Royal Poinciana Plaza, Palm Beach, Florida 33480.

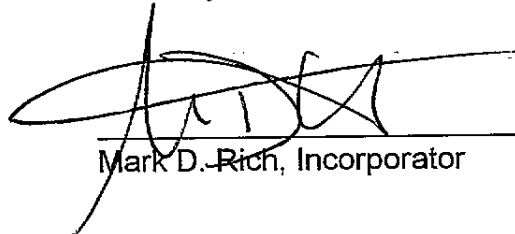
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is Mirta de los Reyes, 3608 SW 57th Avenue, Miami, Florida 33155.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Mark D. Rich, 200 S. Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of January, 1998.



Mark D. Rich, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

MSR Holding Corp., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, #4874, Miami, Florida 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in 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 am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 27th day of January, 1998.

PENINSULA REGISTERED AGENTS, INC.

By: _____

Debra Kirschner
Debra Kirschner, Vice President

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