

P99000106549

MARLINE GABRIEL
1101 ELRY RD #25A
ORLANDO, FL 32808

11/24/99

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

EFFECTIVE DATE
1-1-2000

DEAR SIRs:

900003065159--1
-12/09/99-01002-010
*****78.75 *****78.75

ENCLOSED, PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY FIVE CENTS (\$78.75) TO COVER COST AND HANDLING OF INCORPORATION OF:

M&S SPECIAL SERVICES INC.

THANK YOU,

MARLINE GABRIEL

407-541-0705

11/22/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -9 AM 11:52

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
OF
M&S SPECIAL SERVICES INC.**

APPROVED
AND
FILED
99 DEC -9 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

M&S SPECIAL SERVICES INC.

ARTICLE II - DURATION

EFFECTIVE DATE
1-1-2000

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE JANUARY 1, 2000
THIS CORPORATION IS TO HAVE
PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE
STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE
ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE
OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH
SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN
BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION
IS TO BE AT:

4101 ELREY RD #15A
ORLANDO, FL 32808
(407) 426-8705

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF
DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS
ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
MARLINE GABRIEL	President	4101 ELREY RD #15A ORLANDO, FL 32808
SELVIN GABRIEL	Vice President	

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARLINE GABRIEL	4101 ELREY RD #15A ORLANDO, FL 32808	500
SELVIN GABRIEL		500

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

MARLINE GABRIEL
4101 ELREY RD #15A
ORLANDO, FL 32808

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.


IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 24TH DAY OF NOVEMBER 1999.


MARLINE GABRIEL

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED MARLINE GABRIEL KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 24TH DAY OF NOVEMBER 1999.


NOTARY



Barbara J Robinson
My Commission CC882610
Expires August 12, 2003

FDL# G164555539660

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

M&S SPECIAL SERVICES INC.

HAVING BEEN ORGANIZED UNDER :

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

**4101 ELREY RD #15A
ORLANDO, FL 32808**

IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE, AND IN THE STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED:

MARLINE GABRIEL


IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

Marline Gabriel

**REGISTERED AGENT
MARLINE GABRIEL**

Barbara J Robison
NOTARY

 **Barbara J Robison**
★ My Commission CC862610
Expires August 12, 2003

FLDL# 6164 533539660

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -9 AM 11:53

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AND
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