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From:

Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT QUALIFICATION

MSPS Entrepreneurial III, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

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J. BRYAN JUN 29 2004

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. MSPS Entrepreneurial III, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 20, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004
(Principal office address)
- c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004
(Current mailing address)
8. Real Estate ownership
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.

C T Corporation System

By: 

(Registered agent's signature)

STEVEN P. ZIMMER
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

FL019 - 10/15/2003 C T System Online

A. DIRECTORSChairman: Mark I. SolomonAddress: c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004

Vice Chairman: _____

Address: _____

Director: Paul SilberbergAddress: c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004Director: William A. LandmanAddress: c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004**B. OFFICERS**President: Paul SilberbergAddress: c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004Vice President: Richard KwaitAddress: c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004Secretary: & Vice President: Richard A. Mitchell

Address: _____

Treasurer: & Vice President: William A. LandmanAddress: c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Richard Kwait, Vice President

(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MSPS ENTREPRENEURIAL III, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JUNE, A.D. 2004.

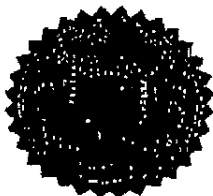
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
2004 JUN 28 PM 12:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3290743 8300

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

DATE: 06-22-04