THE UNITED STATES CORPORATION

ACCOUNT NO. : 07210000032

REFERENCE: 845032 90591A

AUTHORIZATION:

COST LIMIT : \$ PREPAID

ORDER DATE: September 27, 2000

ORDER TIME : 2:54 PM

ORDER NO. : 845032-005

CUSTOMER NO: 90591A

CUSTOMER: Michael H. Kahn, Esq

Michael Kahn, P.a.

482 N. Harbor City Boulevard

Melbourne, FL 32935

DOMESTIC FILING

NAME:

M SQUARED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ PLAIN_STAMPED COPY

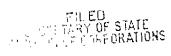
CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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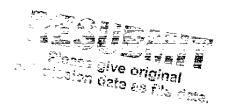
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

September 28, 2000

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: M SQUARED, INC. Ref. Number: W00000023579



We have received your document for M SQUARED, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 700A00050966

O SEP 28 PM

ALLAHASSEE, FI



TARY OF STATE OF COMPORATIONS

00 SEP 27 PN 5: 40

OF

M SQUARED OF BREVARD, INC.

I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is M SQUARED OF BREVARD, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designed "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of the following members:

The name and address of the Board of Directors are:

Michael Kahn 482 N, Harbor City Blvd. Melbourne, Fl 32935

Matthew Nugnes 725 Pinetree Drive Indian Harbor Beach, FL 32937

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 482 North Harbor City Blvd., Melbourne, Florida 32935 and the name of the initial registered agent of this corporation is Michael H. Kahn, Esquire.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Michael Kahn 482 N. Harbor City Blvd. Melbourne, Fl 32935

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 26^{th} day of September, 2000.

Muhail Kalm

STATE OF FLORIDA

COUNTY OF BREVARD

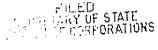
BEFORE ME, the undersigned authority, this day personally appeared, Michael Kahn, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged, before me, that he executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Melbourne, Brevard County, Florida, this $2b^{+h}$ day of September, 2000.

(Notarial Seal)

Roma L. Molinaro
Notary Public. State of Florida





CERTIFICATE DESIGNATING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

00 SEP 27 PH 5: 40

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

FIRST, that M Squared Inc., a Florida Corporation qualified to do business under the laws of this State, with its principal office at 190 A1A, Ste. A, Satellite Beach, FI 32937 has appointed Michael H. Kahn, Esquire, MICHAEL KAHN, P.A., 482 N. Harbor City Blvd., Melbourne, FL 32935, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.

Michael H. Kahn

Michael H. Kalin

Registered Agent