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FAX NO.

P. 01

Division of Corporations

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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : STEPHEN M. STONE, ESQ.
Account Number : 119980000067
Phone : (407) 423-7910
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FLORIDA PROFIT CORPORATION OR P.A.

M & S PROPERTIES, INC.

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ARTICLES OF INCORPORATION
OF
M & S PROPERTIES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

M & S PROPERTIES, INC.

The address of the principal office of this corporation shall be 534 West Church Street, Orlando, Florida 32805, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 725 North Magnolia Avenue, Orlando, Florida 32803, and the name of the initial registered agent of the corporation at that address is Stephen M. Stone.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Trevor Myers
534 W. Church St.
Orlando, Florida 32805

Peter Samms
5156 Conroy Rd., #1115
Orlando, Florida 32811

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President:

Trevor Myers
534 W. Church St.
Orlando, Florida 32805

Secretary/Treasurer:

Peter Samms
5156 Conroy Rd., #1115
Orlando, Florida 32811

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as a Subchapter S corporation.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Stephen M. Stone
725 North Magnolia Avenue
Orlando, Florida 32803

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
on October 11, 2000.



STEPHEN M. STONE

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ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT the appointment of registered agent. I am familiar with and accept the obligations of Section 607.325, Florida Statutes.



STEPHEN M. STONE
725 North Magnolia Avenue
Orlando, Florida 32803

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