

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : WARNER FOX SEELEY DUNGEY & SWEET, LLP
Account Number : 076247002541
Phone : (561)287-4444
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FLORIDA PROFIT CORPORATION OR P.A.

M & S FINANCIAL SYSTEMS, INC.

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ARTICLES OF INCORPORATION

OF

M & S FINANCIAL SYSTEMS, INC.

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be:

M & S FINANCIAL SYSTEMS, INC.

The corporation's mailing address shall be:

1100 S Federal Highway, Stuart, FL 34994

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1100 S.
Federal Highway, Stuart, FL 34994.

The name of the initial registered agent of this corporation at that address is:
Richard J. Dungey.

ARTICLE VI

INCORPORATOR

The names and addresses of the persons signing these Articles are:

Gary L. Sweet
1100 S Federal Highway, Stuart, FL 34994

Michael J. McCluskey
1100 S Federal Highway, Stuart, FL 34994

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or
director, to the full extent permitted by law.

ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence
shall commence upon the filing of these Articles of Incorporation with the
Department of State.

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ARTICLE IX

AMENDMENTS

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 shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 22nd of January, 2001.



Gary L. Sweet



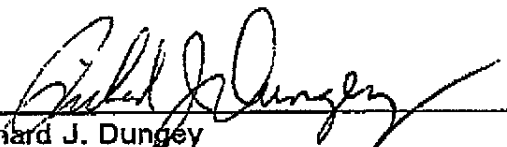
Michael J. McCluskey

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for M & S FINANCIAL SYSTEMS, INC. (the corporation), at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that 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 obligations of my position as registered agent.

Dated this 22nd day of January, 2001.


Richard J. Dungey
Registered Agent

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