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April 19, 2001

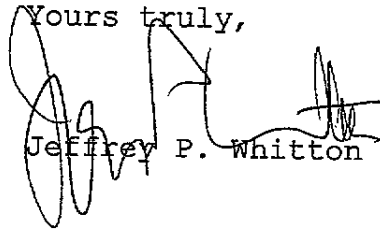
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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RE: Management and Technical Services of America, Inc.

Enclosed please find the original and a copy of the Articles of Incorporation for Management and Technical Services of America, Inc. Please return a file stamped copy to me in the enclosed envelope.

Yours truly,



Jeffrey P. Whitton

JPW/ch

Enclosure: Check No. 22844

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE APR 23 2001

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ARTICLES OF INCORPORATION
OF

01 APR 20 PM 3:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MANAGEMENT AND TECHNICAL SERVICES OF AMERICA, INC.

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Management and Technical Services of America, Inc. The principal place of business and mailing address of the corporation is 3682 Preserve Boulevard, Panama City Beach, Florida, 32408.

ARTICLE II

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

ARTICLE III

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV

This corporation is authorized to issue One Thousand (1000) shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered officer of this corporation is 3682 Preserve Boulevard, Panama City Beach, Florida, 32408, and the name of the initial registered agent of this corporation at that address is Michael E. Sears, Sr.

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Michael E. Sears, Sr. and Margaret A. Sears, 3682 Preserve Boulevard, Panama City Beach, Florida, 32408.

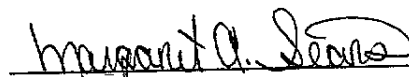
ARTICLE VII

The names and addresses of the persons signing these Articles are: Michael E. Sears, Sr. and Margaret A. Sears, 3682 Preserve Boulevard, Panama City Beach, Florida, 32408.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of April, 2001.



Michael E. Sears, Sr.



Margaret A. Sears

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CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

Management and Technical Services of America, Inc., desiring to organize under the laws of the State of Florida, has designated 3682 Preserve Boulevard, Panama City Beach, Florida, 32408, as its initial Registered Office and has named Michael E. Sears, Sr., 3682 Preserve Boulevard, Panama City Beach, Florida, 32408, as its agent to accept service of process within this state.

Michael E. Sears Sr.

Michael E. Sears, Sr.

Margaret A. Sears

Margaret A. Sears

ACKNOWLEDGEMENT

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

Michael E. Sears, Sr.

Michael E. Sears, Sr.