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January 25, 2002

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****122.50 ****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

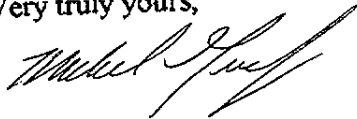
Re: MSG ENTERPRISES, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation,
together with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of Articles of
Incorporation, and fee for Registered Agent designation for the above named
corporation.

Very truly yours,



Michael G. Groody
MSG ENTERPRISES, INC.

Mailing address of Corporation:

MSG Enterprises, Inc.
3414 Leigh Road
Pompano Beach, Florida 33062

02 MAR 18 PM 2:27

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4402-5469



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 2002

MICHAEL G. GROODY
3414 LEIGH ROAD
POMPANO BEACH, FL 33062

SUBJECT: MSG ENTERPRISES, INC.
Ref. Number: W02000005469

We have received your document for MSG ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 902A00011766

ARTICLES OF INCORPORATION
OF
MSG ENTERPRISES, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 PM 2:27

1. The name of the corporation shall be MSG ENTERPRISES, INC.
2. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
3. The number of shares of capital stock that the corporation is authorized to have outstanding at any one time is three thousand (3000) shares of common stock at no par value.
4. The amount of capital with which the corporation shall begin business shall be the sum not less than one thousand dollars (\$1,000.00).
5. This corporation shall exist perpetually unless sooner dissolved according to law.
6. The street address of the initial registered office of the corporation is 3414 Leigh Road, Pompano Beach, Florida, 33062, and the initial registered agent of the corporation at such address is Michael G. Groody.
7. The name and address of each incorporator is:

Michael G. Groody

The mailing address of the initial principal office of the corporation is 3414 Leigh Road, Pompano Beach, Florida, 33062.

In Witness Whereof, the undersigned has executed these Articles of Incorporation, this 25 day of January 2002.


Michael G. Groody

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

Of

MSG ENTERPRISES, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

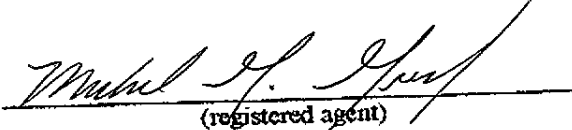
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation At Broward County, Florida..

Has named Michael G. Groody.

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA