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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

4050 MPS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION OF
4050 MPS, INC.

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profits.

ARTICLE I

The name of this corporation shall be:

4050 MPS, INC.

Its business shall be carried on at Broward County, Florida, and at such other points the Board of Directors may from time to time authorize both within and

~~without the State of Florida or in foreign countries, as may be necessary or~~
convenient. Its principal office shall be at: 633 South Federal Highway, 8th floor, Fort Lauderdale, Florida, 33301.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I: To engage in the insurance and insurance related ventures.

SECTION II: To engage in any business and to execute any or all the powers authorized and permitted by virtue of the Corporate Law of the State of Florida. This corporation shall have all the general powers, but no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 500 shares at \$1.00 par value.

ARTICLE IV

The minimum capital requirements of this corporation shall be what is required by Florida law.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located in Dade County, Florida, and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

ARTICLE VII

A Board of Directors with not less than one (1) Director shall conduct the business of this corporation. The exact number of Directors shall be fixed by the By-Laws of this corporation.

ARTICLE VIII

The names and post office addresses of the First Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

| NAME | ADDRESS |
|---------------|--|
| MARK J. LEEDS | 633 South Federal Highway, 8 th floor, Fort Lauderdale, Florida 33301 |

The offices to be held by the above-named Directors are as follows:

| NAME | OFFICE |
|---------------|--------------------------------------|
| MARK J. LEEDS | President, CEO, Treasurer, Secretary |

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock which each agrees to take is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. OF SHARES</u> | <u>VALUE</u> |
|---------------|----------------|----------------------|--------------|
| MARK J. LEEDS | same as above | 500 | \$1 par |

ARTICLE X

The street address of the initial registered office and initial resident office of this corporation is 633 South Federal Highway, 8th floor, Fort Lauderdale, Florida, 33301, and the name of the initial registered agent and resident agent of this corporation at that address is **MARK J. LEEDS, ESQUIRE**.

ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this June 30, 2002.



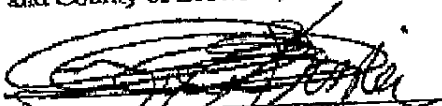
MARK J. LEEDS, CEO

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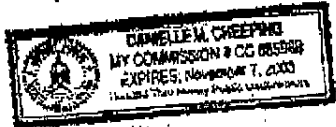
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared MARK J. LEWIS,
to me well known to be the person described in and who executed and
subscribed to the foregoing Articles of Incorporation, and he acknowledged
before me that he executed the same and subscribed to the same for the purposes
therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, in the State of Florida
and County of Broward, this June 30, 2002.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That 4050 MPS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Hialeah, County of Dade, State of Florida, has named MARK J. LEEDS, Esquire, located at City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By 
MARK J. LEEDS, Esquire
Registered Agent

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