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TRANSMITTAL LETTER

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

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-07/08/02--01059--010
*****78.75 *****78.75

SUBJECT: MSKF INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FILED
02 JUL -8 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Marilyn Swanson Kaufman Fulton
Name (Printed or typed)

2219 Noble Court
Address

Naples, FL 34110
City, State & Zip

(239) 566-7094
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

g7/10

ARTICLES OF INCORPORATION

OF

MSKF, INC.

The undersigned subscriber, Marilyn Swanson Kauffman Fulton, competent to contract for the purpose of forming a corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the proposed corporation is: MSKF, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE III

The total number of shares of stock which the corporation shall have the authority to issue is 100 shares at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$100.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principle place of business of this corporation shall be located at 2219 Noble Court, Naples, Florida 34110. The corporation may have such other places of business within and without the state of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

ARTICLE VII

The number of directors of this corporation shall be one.

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ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Marilyn Swanson Kauffman Fulton
2219 Noble Court
Naples, Florida 34110

ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in the Shareholder Agreement.

ARTICLE X

The name and address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation or until his successor elected is:

Marilyn Swanson Kauffman Fulton
2219 Noble Court
Naples, Florida 34110

ARTICLE XI

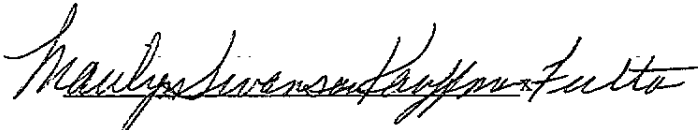
The registered office for the corporation in the State of Florida is to be located at 2219 Noble Court, Naples, Florida 34110 in the city of Naples, County of Collier, State of Florida. The registered agent in charge thereof is Marilyn Swanson Kauffman Fulton located at 2219 Noble Court, Naples, Florida 34110, County of Collier.

ARTICLE XII

The name and address of the incorporator is as follows:

Marilyn Swanson Kauffman Fulton
2219 Noble Court
Naples, Florida 34110

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of June, 2002.

A handwritten signature in cursive script that reads "Marilyn Swanson Kauffman Fulton". The signature is written in dark ink and is positioned above the printed name.

Marilyn Swanson Kauffman Fulton

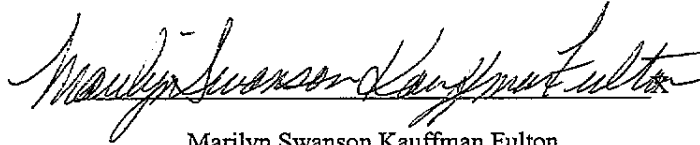
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST, MSKF, Inc., desiring to organize under the laws of the state of Florida, with its principle office as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named Marilyn Swanson Kauffman Fulton located at 2219 Noble Court, Naples, Florida 34110, County of Collier as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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



Marilyn Swanson Kauffman Fulton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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