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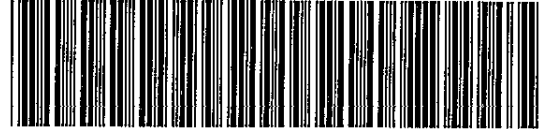
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03 MAY 15 AM 7:37

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SHAPIRO SONTAG  
LAWYERS

KENNETH W. SHAPIRO  
KSHAPIRO@LAWSHAPIRO.COM

May 13, 2003

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: MSG Communications, Inc.  
Articles of Incorporation

Ladies and Gentlemen:

Enclosed please find the following items required for the formation of MSG Communications, Inc.

1. A Check for \$70.00 representing the filing fee and the registered agent fee.
2. Executed Articles of Incorporation.
3. Designation of a Registered Agent.

If you have any questions regarding these filings or require additional information, please call.

Sincerely,



Kenneth W. Shapiro

KWS:aat  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
MSG COMMUNICATIONS, INC.**

03 MAY 15 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The Name of the Corporation is MSG Communications, Inc.

**ARTICLE II**

**ADDRESS**

The mailing address of the Corporation is 1776 N. Pine Island Road, Suite 318, Plantation, Florida 33322.

**ARTICLE III**

**COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

The Corporation's existence shall begin on the date these Articles of Incorporation are filed with the Secretary of State, and the duration of its existence shall be perpetual.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation 1776 N. Pine Island Road, Suite 318, Plantation, Florida 33322, and the name of the initial registered agent at that address is Kenneth E. Morris.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold office until the shareholders have elected his or her successor, or until his or her earlier resignation, removal from office, or death. The number of directors may be increased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Kenneth E. Morris	1776 N. Pine Island Road, Suite 318, Plantation, Florida 33322

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Kenneth E. Morris	1776 N. Pine Island Road, Suite 318, Plantation, Florida 33322

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 12 day of MAY, 2003.

Kenneth E. Morris  
Incorporator

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD   )


Sworn to and subscribed before me this 12 day of MAY, 2003 by Kenneth E. Morris.

( ☒ ) Personally known to me; or

(    ) Produced identification; type of identification produced: \_\_\_\_\_.

NOTARY PUBLIC

Sign: [Signature]  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

 Kenneth Wayne Shapiro  
My Commission CC853454  
Expires July 11, 2003

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

I hereby accept the appointment as the initial registered MSG Communications, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of MSG Communications, Inc.

Date: 5/12/03

Kenneth E. Morris  
Kenneth E. Morris  
Initial Registered Agent