

12/03/03 11:28 FAX 352 7321162

EUGENE A. WIECHENS, P.A.

2003

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

MSW, GROUP, INC.

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ARTICLES OF INCORPORATION

of

MSW, GROUP, INC.

The undersigned incorporator is a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I – Name & location

The name of this corporation shall be MSW Group, Inc. The initial, principal office of the Corporation is 2708 S.E. 15th Street, Ocala, Florida 34471.

ARTICLE II – Duration

This corporation shall have a perpetual existence.

ARTICLE III – Purpose

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

ARTICLE IV – Capital stock

The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

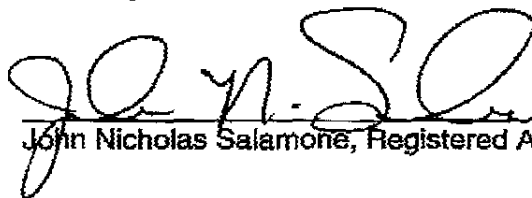
ARTICLE V – Name, address, & consent of initial registered agent

The name and address of the initial registered agent of the corporation is John Salamone, 1723 N.E. 23rd Terrace, Ocala, Florida 34470.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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In witness whereof, the undersigned registered agent hereby consents to and accepts such designation on this 24th day of November, 2003.


John Nicholas Salamone, Registered Agent

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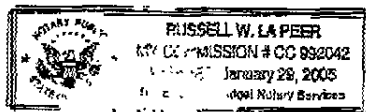
STATE OF FLORIDA

COUNTY OF MARION

Before me, the undersigned authority, personally appeared John Nicholas Salamone, as Registered Agent, to me well known, as the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed, and who took an oath administered to him by me.

WITNESS my hand and official seal this 24th day of November 2003.

SEAL/STAMP




Name & commission number of notary

ARTICLE VI – Board of Directors

The management and control of the corporation shall be vested in a Board of Directors of not less than one, nor more than five, members as provided by the Bylaws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to

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shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The names and addresses of the first Board of Directors are:

Thomas Richard Wilding	4411 N.E. 3 rd Street, Ocala, Florida 34470
Robert Cecil May	4535 S.E. 13 th Street, Ocala, Florida 34471
John Nicholas Salamone	2708 S.E. 15 th Street, Ocala, Florida 34471
Jeffrey Scott Salamone	2935 S.E. 11 th Street, Ocala, Florida 34471

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above-identified Board composed of the above-named directors. These directors shall hold office until their successors are duly elected and qualified.

ARTICLE VII – Officers

The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer and Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until his successors are elected and qualified:

President	Thomas Richard Wilding
Vice President	Jeffrey Scott Salamone
Secretary	Robert Cecil May
Treasurer	John Nicholas Salamone

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ARTICLE VIII – Incorporator

The name and address of the incorporator of the corporation is John Nicholas Salamone, 2708 S.E. 15th Street, Ocala, Florida 34471.

ARTICLE IX – Authority to increase capital stock

The capital stock authorized may be increased by 75% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X – Section 1244 election

The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI – Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested exclusively in the Board of Directors.

ARTICLE XII – Amendment

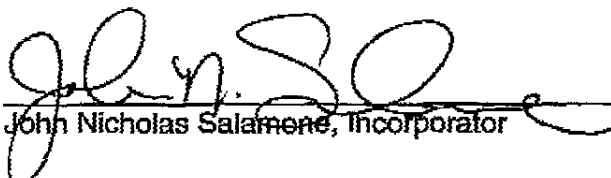
The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall required a 75% vote of all outstanding stock.

ARTICLE XIII – Subchapter S corporation

This corporation shall be qualified and treated as a corporation organized, existing, and authorized under §§ 1361-79 (subchapter S) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this ____ day of November, 2003.

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John Nicholas Salamone, Incorporator

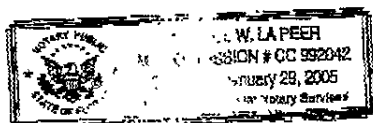
STATE OF FLORIDA

COUNTY OF MARION

Before me, the undersigned authority, personally appeared John Nicholas Salamone, as incorporator, to me well known as the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed, and he took an oath administered to him by me.

WITNESS my hand and official seal this 24th day of November 2003.

SEAL/STAMP




Name & commission number of notary