
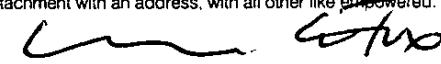


2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Feb 10, 2005 8:00 am
Secretary of State

02-10-2005 90048 044 ***150.00

DOCUMENT # P04000008367 1. Entity Name MSF CONSULTING, CORP.					
Principal Place of Business 271 AQUA CT NAPLES, FL 34102			Mailing Address PO BOX 1646 NAPLES, FL 34106-1646		
2. Principal Place of Business Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	4. FEI Number 76 0752526	
5. Certificate of Status Desired <input type="checkbox"/>				\$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent BERROCAL, CAROLS 801 MAPLEWOOD DR SUITE 22-A JUPITER, FL 33458			7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <div style="display: flex; justify-content: space-between;"> FL Zip Code </div>		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable.</small>					
FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		\$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PSTD STRUTZ, MARY PO BOX 1646 NAPLES, FL 341061646 <input checked="" type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	PSTD FOX, WILLIAM E PO BOX 1646 NAPLES, FL 34106-1646 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE:  William E Fox 2/6/05 239 262 3104 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #</small>					

MSF

ATTACHMENT

Subject: MSF

From: "Bill Hawkins" <bhawkins@berrocal.com>

Date: Wed, 2 Feb 2005 17:08:34 -0500

To: <fox0004@attglobal.net>

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Attached hereto are the MSF corporate documents removing Mary from the picture.
Sincerely,

William E. Hawkins, Esq. (Bill)

Berrocal & Wilkins, P.A.

801 Maplewood Drive, Suite 22-A

Jupiter, FL 33458

Telephone: (561) 746-7455

Facsimile: (561) 746-6933

E-mail: bhawkins@berrocal.com

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Stock Assignment

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THIS ASSIGNMENT OF STOCK (this "Assignment"), is made as of this 2nd day of February, 2005, by and between Mary Strutz, (the "Assignor"), and William E. Fox (the "Assignee").

PREAMBLE

WHEREAS, the Assignor is the owner of a 100 authorized shares (the "Shares") in MSF Corp., a Florida corporation (the "Company");

WHEREAS, the Assignor desires by this Assignment to assign to the Assignee all of the Shares, and the Assignee desires by this Assignment to accept the same;

NOW, THEREFORE, FOR AND IN CONSIDERATION of the payment by the Assignee to the Assignor of the sum of \$100.00, and for other good and valuable consideration, the receipt and adequacy of which are acknowledged by each party, the parties agree as follows:

1. *ASSIGNMENT.*

Effective as of February 2, 2005 (the "Effective Date") the Assignor assigns to the Assignee and the Assignee accepts and assumes from the Assignor (a) the Shares (so that from and after the Effective Date, and until any other or further assignment, the Assignor shall have a 0% interest in the Company and the Assignee shall have a 100% interest in the Company).

2. *REPRESENTATIONS.*

2.1. *By Assignor.* To induce the Assignee to accept the delivery of this Assignment, the Assignor hereby represents and warrants the following to the Assignee that, on the date hereof and at the time of such delivery:

2.1.1. The Assignor is the sole legal and beneficial owner of the Shares. The Assignor has not sold, transferred, or encumbered any or all of the Shares. The Assignor has the full and sufficient right at law and in equity to transfer and assign the Shares, and is transferring and assigning the Shares to the Assignee free and clear of any and all right, title, or interest of any other person whatsoever.

2.2. *By Assignee.* The Assignee covenants, warrants, and represents to the Company that the Shares are being acquired for investment for the Assignee's own account and not with a view to offering it for sale or otherwise to distributing it, after or in connection with such assignment to it.

2.3. *By Each Party.* Each party represents and warrants to the other that it has been duly authorized to execute and deliver this Assignment, and to perform its obligations under this Assignment.

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3. MISCELLANEOUS.

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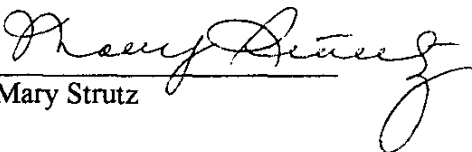
3.1. *Complete understanding.* This Assignment represents the complete understanding between the parties as to the subject matter hereof, and supersedes all prior negotiations, representations, guarantees, warranties, promises, statements, or agreements, either written or oral, between the parties hereto as to the same.

3.2. *Severability.* No determination by any court, governmental body, or otherwise that any provision of this Assignment or any amendment hereof is invalid or unenforceable in any instance shall affect the validity or enforceability of (a) any other provision thereof or (b) that provision in any circumstance not controlled by the determination. Each such provision shall be valid and enforceable to the fullest extent allowed by, and shall be construed wherever possible as being consistent with, applicable law.


3.3 *Counterparts.* This Agreement may be executed in two or more counterparts, and by facsimile, each of which shall be deemed to be an original, but all of which shall constitute one agreement. A legible facsimile copy of this Agreement and any signatures thereon shall be considered for all purposes as an original.

IN WITNESS WHEREOF, each party hereto has executed this Assignment or caused it to be executed on its behalf by its duly authorized representatives, the day and year first above written.

ASSIGNOR:

By: 
Mary Strutz

ASSIGNEE:

By: 
William E. Fox

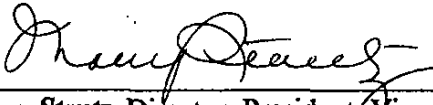
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RESIGNATION

I, *Mary Strutz*, do hereby tender my resignation as Director, President, Vice President, Secretary and Treasurer of *MSF Consulting Corp.*, a Florida corporation, to take effect immediately.

Dated this 2nd day of February, 2005



Mary Strutz, Director, President, Vice
President, Secretary and Treasurer

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UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING OF SHAREHOLDERS AND DIRECTORS OF MSF CONSULTING CORP.

The undersigned, being all of the Directors and Stockholders of *MSF Consulting Corp.*, ("Corporation") by their signature hereto pursuant to Section 607.0821 of the Florida Business Corporation Act, and 607.0704, the corporate Bylaws, hereby adopt this Unanimous Written Consent, effective February 2, 2005, in lieu of a formal noticed meeting, waiving all notice of the time, place and objections of such meeting, and consent to, approve and adopt the following corporate actions as required by Section 607.1103 of the Florida Business Corporation Act:

It was stated by the President that this corporation was formed by the filing of Articles of Incorporation on January 9, 2004, in the office of the Secretary of State in Tallahassee, Florida, and was at this time active and in good standing. He said that due to the fact that the Officers and Directors were in day-to-day contact with each other, no formal meetings of the Directors and Shareholders of the Corporation had been held since the organizational meeting held on February 5, 2004, and no Directors minutes had been recorded since that date documenting the actions taken since that date.

The President stated that he felt it was in the best interest of the Corporation and all concerned that the corporate minute book be brought current in order to document and ratify all important actions taken by the Directors, Officers and Shareholders of the Corporation since the last annual meeting to the present time.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the following acts be and they hereby are ratified and confirmed:

1. The following persons presently comprise the Board of Directors, and are hereby elected to serve as such until the next annual meeting or until their successors are elected and qualified:

Mary Strutz

2. The following persons presently serve as Officers of the Corporation, having been elected at the last annual meeting of the Board of Directors of the Corporation, and are hereby elected to continue serving in those offices until the next annual meeting or until their successors

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are elected and qualified:

X	Mary Strutz	President
X	Mary Strutz	Vice President
X	Mary Strutz	Secretary
X	Mary Strutz	Treasurer

3. The following persons presently hold shares of the Corporation's issued and outstanding stock:

<u>Shareholder</u>	<u>No. of Shares</u>	<u>Certificate No.</u>
Mary Strutz	100	01

4. The resignation of Mary Strutz, as President, Vice President, Secretary, Treasurer and Director is hereby accepted and ratified and William E. Fox is hereby designated to accept the positions of Mary Strutz and to serve until the next annual meeting or until his successor is appointed and qualified.

5. The Shareholder's unanimously approved the assignment of 100 shares of authorized stock of Mary Strutz to William E. Fox.

6. The President and Secretary are authorized and directed to execute any and all documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

The Corporation then considered the adoption of a resolution confirming and ratifying all other actions taken by the Corporation since its last annual meeting held on December 1, 2003. Upon motion duly made, seconded and carried, the following resolution was unanimously adopted:

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"RESOLVED, that all the actions of the Corporation occurring since the last meeting thereof are hereby ratified and confirmed."

There being no further business before the meeting at this time, it was on motion duly made, seconded and carried, duly adjourned.

Date: 2/2/05

DIRECTOR:

By: Mary Strutz
Mary Strutz

SHAREHOLDER:

By: Mary Strutz
Mary Strutz

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