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

From: Account Name : JIM SIERRA & ASSOCIATES
Account Number : 110677000356
Phone : (305) 271-7310
Fax Number : (305) 271-4422

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MS MANAGEMENT & INVESTMENT, CO.

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6-4-04
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ARTICLES OF INCORPORATION

- OF -

MS MANAGEMENT & INVESTMENT, CO.

We the UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

MS MANAGEMENT & INVESTMENT, CO.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED (\$100.00) DOLLARS.

Prepared by:
JIM SIERRA & ASSOCIATES
5550 SW 87TH AVENUE
MIAMI, FL 33165
TEL. (305) 271-7310
FAX (305) 271-4422

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ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

8004 NW 154TH ST. STE 194
MIAMI LAKES, FL 33016

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The name and street address of the member(s) of the first Board of Directors of this corporation is as follows:

MARIA D. GARCIA
Pres/Sec
8004 NW 154TH ST. STE 194
MIAMI LAKES, FL 33016

SERGIO DURAN
VPres/Treas
8004 NW 154TH ST. STE 194
MIAMI LAKES, FL 33016

ARTICLE IX

The name and street address of the person(s) signing these Articles of Incorporation as subscriber is as follows:

SERGIO DURAN
8004 NW 154TH ST. STE 194
MIAMI LAKES, FL 33016

Prepared by:
JIM SIERRA & ASSOCIATES
3330 SW 87TH AVENUE
MIAMI, FL 33165
TEL (305) 271-7310
FAX (305) 271-4422

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FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422
06/03/2004 04:14 000-0107411

Jun. 03 2004 04:35PM P4

FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422

Jun. 03 2004 03:31PM P3

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ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, SERGIO DURAN, being natural person(s), competent to contract, has here unto set his/her hands and seal this 3rd day of June, 2004.


SERGIO DURAN
V/Pres/Treas.

Prepared by
JIM SIERRA & ASSOCIATES
5050 SW 67th AVENUE
MIAMI, FL 33143
TEL (305) 271-7370
FAX (305) 271-4422

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FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422

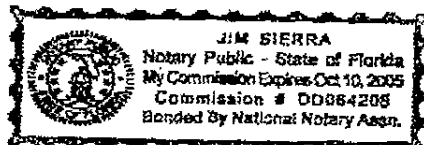
Jun. 03 2004 04:35PM P5

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**STATE OF FLORIDA S.S.
COUNTY OF MIAMI-DADE**

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared
SERGIO DURAN, known and known to me, to be the person(s) described herein and who
executed the foregoing Articles of Incorporation, and he/she/they acknowledged before me that
he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 3 day of June, 2004.




JIM SIERRA
Notary Public

My commission expires:

Prepared by:
JIM SIERRA & ASSOCIATES
5550 SW 87TH AVENUE
MIAMI, FL 33165
TEL (305) 271-7310
FAX (305) 271-4422

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FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422

Jun. 23 2004 04:36PM P6

FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422

Jun. 23 2004 03:31PM P4

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: MS MANAGEMENT & INVESTMENT CO.

WITH ITS PLACE OF BUSINESS AT: 8004 NW 154TH ST. STE 194 MIAMI LAKES, FL 33016

HAS NAMED: SERGIO DURAN
(Name of Registered Agent)

LOCATED AT: 8004 NW 154TH ST. STE 194 MIAMI LAKES, FL 33016
(Street address and number of building - PO Box address ARE NOT acceptable)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: [Signature]
(Registered Agent) SERGIO DURAN

TITLE: V/Pres/Treas.

DATE: 106-03-04

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: [Signature]
(Registered Agent) SERGIO DURAN

DATE: 106-03-04

Prepared by:
JIM SIERRA & ASSOCIATES
1330 NW 87TH AVENUE
MIAMI, FL 33163
TEL: (305) 271-7310
FAX: (305) 271-4422

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