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EFFECTIVE DATE
6-24-2004

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FLORIDA PROFIT CORPORATION OR P.A.

M&S GROUP, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 28, 2004

CAPITAL CONNECTION

SUBJECT: M&S GROUP, INC.
REF: W04000024678

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**ARTICLES OF INCORPORATION
OF**

CLARKE COUNTY, FLORIDA

Mach and Smith Group, Inc.

In compliance with the requirements of F. S. Chapter 607, the undersigned, being natural people, hereby act as Incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I**EFFECTIVE DATE**6-24-2004

The Name of the Corporation ("Corporation") is Mach and Smith Group, Inc.

ARTICLE II

The existence of the corporation shall begin on June 24, 2004.

ARTICLE III

The street address of the principal office of the Corporation is 871 Cool Springs Circle, Ocoee, Florida, 34761.

ARTICLE IV

The purpose for which the corporation is organized is to conduct any and all lawful business purpose.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 1,040,000 shares, par value \$0.25 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The Registered Agent is Michele Diglio-Benkiran, Esq. The address of the registered agent is Law Offices of Michele Diglio-Benkiran, P.A., 1999 West Colonial Drive, Suite 204, Orlando, Florida, 32804.

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ARTICLE VII

The initial Board of Directors shall consist of 2 members. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial Board of Directors are:

Hoang Mach
871 Cool Springs Circle
Ocoee, FL 34761

Howard Smith
5032 Oak Tours Drive
Orlando, FL 32839

ARTICLE VIII

The names and street addresses of the person(s) signing these Articles of Incorporation are:

Hoang Mach
871 Cool Springs Circle
Ocoee, FL 34761

Howard Smith
5032 Oak Tours Drive
Orlando, FL 32839

ARTICLE IX

The corporation shall indemnify its Directors, Officers, Employees, and Agents to the fullest extent permitted by law.

ARTICLE X

The initial Officers of the Corporation are:

Hoang Mach- President and Treasurer
871 Cool Springs Circle
Ocoee, FL 34761

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Howard Smith- Vice President and Secretary
5032 Oak Tours Drive
Orlando, FL 32839

The undersigned Incorporators have executed these Articles of Incorporation on June 24, 2004.

 6/24/04
Hoang P. Mach Date

 6/24/04
Howard M. Smith Date

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CAPITAL CONNECTION

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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
AND REGISTERED OFFICE**

Having been named to accept service of process for Mach and Smith Group, Inc. Michele Diglio-Benkiran, Esq. has been designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

The name and address of the registered agent and office is:

Michele Diglio-Benkiran, Esq.
Law Offices of Michele Diglio-Benkiran, P.A.
1999 West Colonial Drive, Ste. 204
Orlando, FL 32804

Michele Diglio-Benkiran 6/24/4
Michele Diglio-Benkiran Date

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