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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

M & S MANAGEMENT GP, INC.

D. WHITE JUL 13 2005

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**ARTICLES OF INCORPORATION
OF
M & S MANAGEMENT GP, Inc.
(a Florida corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.0201, the undersigned hereby submits the following Articles of Incorporation of M & S Management GP, Inc., a corporation being organized under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the Corporation is M & S Management GP, Inc. (hereinafter called the "Corporation").

**ARTICLE II.
Purpose**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

**ARTICLE III.
Initial Principal Office**

The street address and mailing address of the initial principal office of the Corporation is 1550 Sawgrass Corporate Parkway, Suite 230, Fort Lauderdale, Florida 33323.

**ARTICLE IV.
Capital Stock**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	COMMON VOTING

**ARTICLE V.
Initial Registered Agent**

The street address of the initial registered office of the Corporation is 1550 Sawgrass Corporate Parkway, Suite 230, Fort Lauderdale, Florida 33323. The name of the initial registered agent of the Corporation at that address is KEVIN M. WATSON.

**ARTICLE VI.
Incorporator**

The name and address of the sole incorporator of the Corporation is KEVIN M. WATSON, 1642 S.E. 13th Street, Fort Lauderdale, Florida 33316.

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ARTICLE VII.
Board of Directors

The Corporation's Board of Directors (the "Board of Directors") shall consist of one or more individuals. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that there is at least one individual serving as a Director at all times.

The name and address of the initial directors of the Corporation are:

<u>Director</u>	<u>Address</u>
KEVIN M. WATSON	1642 S.E. 13 th Street Fort Lauderdale, Florida 33316
PAMELA BETH WATSON	32 Gramercy Park South, #6L New York, NY 10003

ARTICLE VIII.
Limitation on Director Liability

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX.
Indemnification

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X.
Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the

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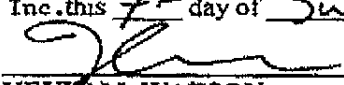
Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

ARTICLE XI.

Amendment

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of M & S Management GP, Inc. this 7th day of July, 2005.




KEVIN M. WATSON,
Incorporator

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**CONSENT OF REGISTERED AGENT
OF
M & S MANAGEMENT GP, Inc.**

The undersigned, **KEVIN M. WATSON**, having been named as registered agent and to accept service of process for M & S Management GP, Inc., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



KEVIN M. WATSON, Registered Agent
Date: 7/7/05

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