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NAME: EVANS & FITZGERALD/MPS, INC.
FAX AUDIT NUMBER: H95000005637 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION
OF
EVANS & FITZGERALD/MPS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation and its principal office is located at: EVANS & FITZGERALD/MPS, INC.
1320 South Dixie Highway
Suite 285
Coral Gables, Florida 33146

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of Ten Cents (\$.10) per share.

Shares may be issued only for consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

This instrument prepared by:
Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146
Florida Bar No.: 286516

(305) 668-8675

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of corporation is:

Matt D. Goldman, Esq.
Matt D. goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by at least the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their

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intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation as of the 18th day of May, 1995.

BY: Matt D. Goldman
Matt D. Goldman

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, a Notary Public, personally appeared Matt D. Goldman, known to be the person described as incorporator and who executed the foregoing Articles of Incorporation for the reasons expressed therein.

WITNESS my hand and seal at Dade County, Florida this 18th day of May, 1995.

NOTARY PUBLIC, STATE OF FLORIDA
Notary's Name:

() personally known to me
() produced the following identification _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statutes the following is submitted:

That--EVANS & FITZGERALD/MPS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1320 South Dixie Highway, Suite 285, Coral Gables, Florida 33146, County of Dade, State of Florida, has named Matt D. Goldman, Esq., Matt D. Goldman, P.A., 1450 Madruga Avenue, Suite 203, Coral Gables, Florida 33146, County of Dade, State of Florida, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Signature: Matt D. Goldman
Matt D. Goldman, registered agent
Dated: 5-18-95

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