

P96 0000 43362

MSN ENTERPRISES, INC.
3030 Kapok Kove Drive
Clearwater, FL 34619

FILED
MAY 14 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 8, 1996

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32301

600001822906
-05/15/96--01088--010
****122.50 ****122.50

ATTN.: DIVISION OF CORPORATIONS

Enclosed are an original and one copy of the Articles of Incorporation for MSN Enterprises, Inc. and a check in the amount of \$122.50 to cover the charter tax, filing of the Articles of Incorporation, certified copy of the Articles of Incorporation and filing of approval of the registered agent.

Thank you for your cooperation in this matter.

Sincerely,



Marian Szydluk

Encl: Articles of Incorporation/Check

F. CHESSEY MAY 21 1996

ARTICLES OF INCORPORATION

OF

MSN ENTERPRISES, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby agree to form a corporation under the Laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be

MSN ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the first to vote such stock.

FILED
96 MAY 14 PM 5:51
TALLAHASSEE
FLORIDA

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 1,000 shares of \$.50 par value common stock.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. PRINCIPAL PLACE OF BUSINESS.

The initial street address in this state of the principal office of this corporation is 3030 Kapok Kove Drive, Clearwater, FL 34619. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS.

This corporation shall have not less than Two (2) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Marion Szydlik

3030 Kapok Kove Drive
Clearwater, FL 34619

Stanislaw NogaJ

1441 Gulf to Bay Blvd.
Clearwater, FL 34615

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscribers of these Articles of Incorporation, the numbers of shares of stock which they agree to take and the value of the consideration therefore are shall be determined at the first meeting of the corporation.

The incorporator of this corporation is:

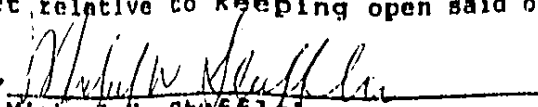
Marian Szydlak

ARTICLE IX. REGISTERED AGENT

The initial designation of the registered offices of this corporation shall be 6801 George M. Lynch Drive, St. Petersburg, Fl 33702, and the registered agent shall be Michael W. Stufflebeam.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designed in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By


Michael W. Stufflebeam
Registered Agent

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, I, the incorporator above named, have
hereto set my hand and seal this

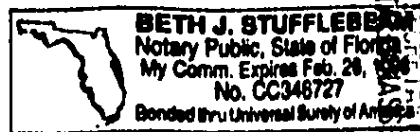
8th DAY OF May, 1996.
Bonnie L. Johnson Marian Szydluk
Witness Marian Szydluk

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared Marian Szydluk, known to be
the person described as incorporator of and who executed the
foregoing Articles of Incorporation, and acknowledged before me
that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and state named
above, this 8th day of May, 1996.

Beth J. Stufflebeam
Notary Public
My commission expires:



CLERK OF STATE
TALLAHASSEE, FLORIDA

96 MAY 14 PM 4:57

FILED