

P96000056/76

John Jeffrey Reese
548 Emberwood Drive
Brandon, Florida 33511

July 1, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400001880094
-07/02/96--01007--004
****131.50 ****131.50

RE: Incorporation

Dear Sirs:

Enclosed are the Articles of Incorporation for Management and Meeting Specialists and a check in the amount of \$131.25.

Filing Fee	\$ 70.00
Certified copy of Articles	52.50
Certificate of Good Standing	<u>8.75</u>
Total	\$131.50

Please file these Articles with the Secretary of State, and return certified copies of the Articles once they have been filed. Please contact me at 813-651-5506 if you have any questions.

Thank you in advance for your assistance and cooperation with this matter.

Sincerely,

John Jeffrey Reese

John Jeffrey Reese

enclosures

FILED
95 JUL -1 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/3/96
JD

ARTICLES OF INCORPORATION
OF
MANAGEMENT & MEETING SPECIALISTS, INC.

FILED
95 JUL -1 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of the corporation shall be Management & Meeting Specialists, Inc. and the principal place of business and mailing address of this corporation shall be 548 Emberwood Drive, Brandon, Florida 33511.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

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

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1000	.01	Common

The consideration for all of the said stock shall be parable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 548 Emberwood Drive, Brandon, Florida 33511, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be John Jeffrey Reese.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may increase or decrease, but shall not be less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

John Jeffrey Reese 548 Emberwood Drive, Brandon, Florida 33511

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is John Jeffrey Reese, at 548 Emberwood Drive, Brandon, Florida 33511.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

A. Self dealing with the corporation: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or other wise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or other wise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

B. Dealings with other companies, persons or entities: Without incurring any liability to the corporation or any of its shareholders, any director, officer or shareholder of this corporation may be an officer, director, shareholder or partner of any other entity or transact business whatsoever with any other entity even where said other entity is in direct or indirect competition with this corporation. Furthermore, there shall be no obligation to disclose any such transaction or business arrangement to this corporation.

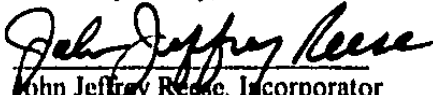
ARTICLE IX
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESSS WHEREOF, I, the undersigned, being the Incorporator hereinafter named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true, and hereunto set my hand and seal this 1st day of July, 1996.


John Jeffrey Reese, Incorporator
548 Emberwood Drive
Brandon, Florida 33511


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

In compliance with the laws of the State of Florida, the following is submitted:

Management & Meeting Specialists, a Florida corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office at 548 Emberwood Drive, Brandon, Florida 33511, in the county of Hillsborough, State of Florida, has named John Jeffrey Reese, at 548 Emberwood Drive, Brandon, Florida 33511 as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.


John Jeffrey Reese, Registered Agent
548 Emberwood Drive
Brandon, Florida 33511

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 28, 1997

MANAGEMENT & MEETING SPECIALISTS, INC.
548 EMBERWOOD DRIVE
BRANDON, FL 33511

SUBJECT: MANAGEMENT & MEETING SPECIALISTS, INC.
Ref. Number: P96000056176

Debit Memo #: 8297-R

This is to inform you that check #253 in the amount of \$165.00 submitted with the annual report for MANAGEMENT & MEETING SPECIALISTS, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 28, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00028871

PR6000056176

July 31, 1997

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-08/01/97--01037--003
***180.00 ***180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: MANAGEMENT &
MEETING SPECIALISTS, INC.

DEBIT MEMO: # 8297-R

CHECK #: 253