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TRANSMITTAL LETTER

October 5, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL. 32314

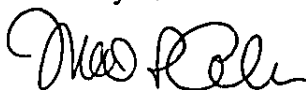
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*****78.75 *****78.75

Subject: MBS Consulting Corp.

To Whom it May Concern:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 to handle the Filing Fee and a Certificate. If you have any questions, please contact me at 941-493-6431.

Thank you:



Michael P. Anderson
449 Edgewood Rd.
Venice, FL. 34293
941-493-6431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
MBS CONSULTING CORP.**

Pursuant to Section 607.0202 of the Florida Statutes, the undersigned individual submits these Articles of Incorporation for the purpose of forming a corporation in the State of Florida.

1. The name of the corporation is:

MBS Consulting Corp.

2. The address of the principal office and the mailing address of the corporation are one in the same and is as follows:

449 Edgewood Rd.
Venice, Florida 34293 Sarasota County

3. The corporation is authorized to issue 1,000 shares of no par value common stock with identical rights and privileges, the transfer of which is restricted according to the Bylaws of the corporation.

4. The street address of the corporation's initial registered office shall be as follows:

449 Edgewood Rd.
Venice, Florida 34293 Sarasota County

The name of the registered agent of the corporation at this address is Michael P. Anderson.

5. a. The incorporator is Michael P. Anderson of 449 Edgewood Rd., Venice, Florida 34293. The names and addresses of the initial officers and directors are as follows:

OFFICERS

President - Michael P. Anderson
 449 Edgewood Rd.
 Venice, FL. 34293

Secretary - Michael P. Anderson
 449 Edgewood Rd.
 Venice, FL. 34293

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DIRECTORS

Michael P. Anderson
449 Edgewood Rd.
Venice, FL. 34293

- b. All provisions concerning management and regulations of the affairs of the corporation shall be contained in the Bylaws of the corporation.
- c. A director of the corporation may not be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.
- d. The corporation is for profit.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 10th day of October, 1996.

October 10, 1996
Date

Michael P. Anderson

Signature of Incorporator/ AGENT

I accept designation as registered agent.

Michael P. Anderson
Name of Incorporator

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