

P96000098560

September 24 1996

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314
Re: ~~M & S~~ Holdings, Inc.

200002005522--2
-11/15/96--01020--001
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Registered Agent Certificate for the above named corporation.

Very truly yours,

WILLIAM S. HAYWORTH
(individual's name)
~~William S. Hayworth~~
William S. Hayworth
M & S Holdings, Inc.

FILED
96 DEC -5 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-24445
KR 11.19
12-6.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

WILLIAM S HAYWORTH
301 13TH STREET SW
RUSKIN, FL 33570

SUBJECT: M & S HOLDINGS, INC.
Ref. Number: W96000024445

We have received your document for M & S HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 896A00052565

ARTICLES OF INCORPORATION

of

~~M & S Holdings, Inc.~~

(name of corporation)

SCOT MO HOLDINGS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

~~M & S Holdings, Inc.~~

SCOT MO HOLDINGS, INC.

Corporate address - 301 13th St. SW, Ruskin, FL 33570
(813) 641-1783

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five hundred (500) of One
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	William S. Hayworth		
ADDRESS	301 13th Street SW		
CITY	Ruskin	FLORIDA	ZIP 33570

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	William S. Hayworth		
ADDRESS	301 13th Street SW		
CITY	Ruskin	STATE FL	ZIP 33570
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	William S. Hayworth		
ADDRESS	301 13th Street SW		
CITY	Ruskin	STATE	FL ZIP 33570
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of _____ 19 _____.

William S. Hayworth (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF Hillsborough)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

William S. Hayworth

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 24 day of September 19 96.

(Notary Seal)

Susan E. Arnold
 (Notary Public, State of Florida at Large)

My commission expires:



SUSAN E. ARNOLD
 My Commission CC310100
 Expires Aug. 10, 1997
 Bonded by HAI
 800-422-1555

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

SCOT MO HOLDINGS, INC.

~~M & S Holdings, Inc.~~
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida

with its registered office as indicated in the Articles of Incorporation

at 301 13th Street SW

Ruskin, FL 33570

has named William S. Hayworth

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation
at the place designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provisions of Florida Law in keeping open said
office.

William S. Hayworth
(registered agent)

FILED
96 DEC -5 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA