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Date 12/13/96

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

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****205.00 *****78.75

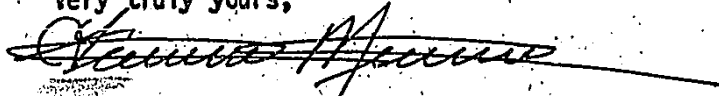
Re: M&S Consulting Corp Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00

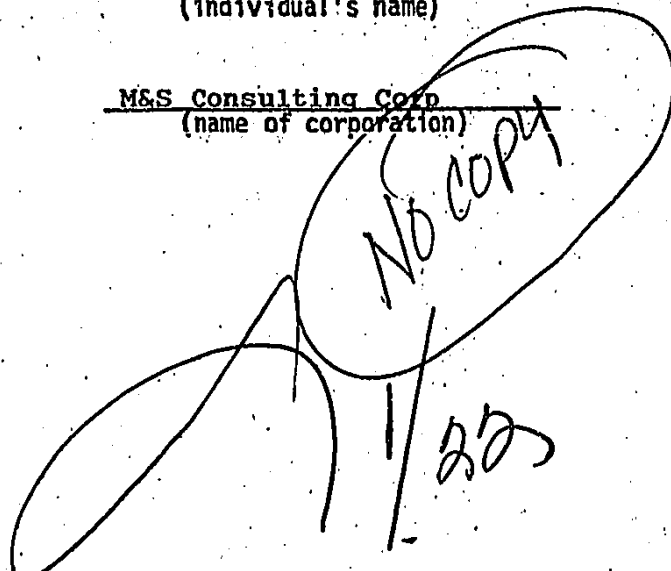
This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Frederick Massaro
(individual's name)

M&S Consulting Corp
(name of corporation)


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97 JAN 21 PH 12:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mailing address of corporation

2910 Oakwood Blvd

Hollywood florida 33020

Phone: (954) 923-7679

ARTICLES OF INCORPORATION

of

M&S Consulting Corp

(name of corporation)

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 Consulting Corp

2910 Oakwood Blvd
Hollywood Fl 33020

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 shares (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	<u>Frederick Massaro</u>		
ADDRESS	<u>2910 Oakwood Blvd</u>		
CITY	<u>Hollywood</u>	FLORIDA	ZIP <u>33020</u>

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	<u>Frederick Massaro</u>		
ADDRESS	<u>2910 Oakwood Blvd</u>		
CITY	<u>Hollywood</u>	STATE <u>Florida</u>	ZIP <u>33020</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

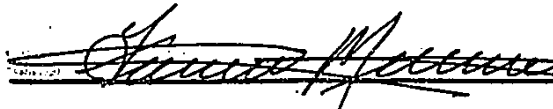
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - INCORPORATORS

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

NAME	Frederick Massaro		
ADDRESS	2910 Oakwood Blvd		
CITY	Hollywood	STATE	FL ZIP 33020
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13 day of December, 19 96.

 (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Broward) SS

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

Frederick Massaro

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

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

(Notary Seal)

 (Notary Public, State of Florida at Large)

My Commission expires:

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

M&S Consulting Corp
(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 2910 Oakwood Blvd

Hollywood Fl 33020

has named Frederick Massaro

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.


(registered agent)

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