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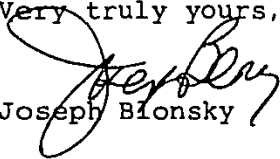
June 25, 1997

Secretary of State, Florida  
Corporate Records Department  
409 East Gaines Street  
Tallahassee, FL 33399

Ladies & Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation of MSR & Company, Inc. Also enclosed is my check in the amount of \$122.50. Please send me a certified copy of the filed Articles. Thank you.

Very truly yours,

  
Joseph Blonsky

encl

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\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF**

**MSR & COMPANY, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is MSR & COMPANY, INC.

**ARTICLE II**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE III**

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV**

The street address of the initial registered office of the corporation is 11762 S.W. 88 Street, Miami, Florida 33186 and the initial registered agent of the corporation at that address is Melvin S. Rosenberg.

ARTICLE V

The mailing address of the corporation is located at 9059 B S.W. 133 Court, Miami, Florida 33186.

ARTICLE VI

The name and street address of the member of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Melvin S. Rosenberg	9059 B S.W. 133 Court Miami, Florida 33186

ARTICLE VII

The name and street address of each incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Joseph Blonsky	201 Alhambra Circle Suite 1200 Coral Gables, Florida 33134

ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this 19 day of June, 1997.

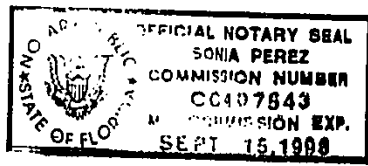
  
\_\_\_\_\_  
Joseph Blonsky, Incorporator

STATE OF FLORIDA     )  
                                      ):ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 19 day of  
June, 1997 by Joseph Blonsky, ☒ who is personally known to me or ☐ who  
has produced \_\_\_\_\_ as identification.

*Sonia Perez*  
Notary Public, STATE OF FLORIDA  
Print Name: Sonia Perez

My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 PM 12:37

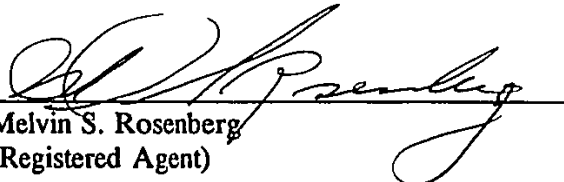
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

MSR & /COMPANY, INC. desiring to organize under the laws of the State of Florida, hereby  
designates Melvin S. Rosenberg its registered agent and 11762 S.W. 88 Street, Miami, <sup>H137</sup>  
Florida 33186 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
Melvin S. Rosenberg  
(Registered Agent)