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July 22, 1997

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RONALD PETER ROMAN
BARRY N. SEMET
MARC J. STERNBERG
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*Member of Maryland Bar only

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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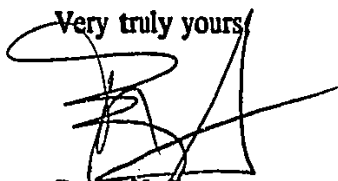
Re: The MSR Group, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of The MSR Group, Inc. together with our check in the amount of \$122.50 representing the fee for filing the Articles. Please forward a certified copy to us as soon as possible.

If you have any questions, please do not hesitate to contact the undersigned. **EFFECTIVE DATE**
7-22-97

Very truly yours/


Barry N. Semet
For the Firm

FILED
97 JUL 23 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

JUL 24

BSB

ARTICLES OF INCORPORATION
OF
THE MSR GROUP, INC.

FILED

97 JUL 23 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
7-28-97

The name of the corporation is THE MSR GROUP, 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 10,000 shares of common stock having a par value of \$.01 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 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 and the initial registered agent of the corporation at that address is Barry N. Semet.

ARTICLE V

The mailing address of the corporation is located at 1320 S. Dixie Highway, Suite 120,
Miami, Florida 33146.

ARTICLE VI

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

<u>Name</u>	<u>Address</u>
Barry N. Semet	201 Alhambra Circle, Suite 1200 Coral Gables, Florida 33134

ARTICLE VII

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 22 day of July, 1997.



Barry N. Semet, Incorporator

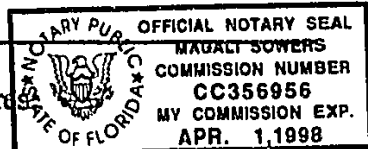
STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22nd day of July, 1997 by Barry N. Semet, ☒ who is personally known to me or ☐ who has produced _____ as identification.

Margali Sowers
Notary Public, STATE OF FLORIDA

Print Name: _____

My Commission Expires _____



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

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

DESIGNATION

THE MSR GROUP, INC., desiring to organize under the laws of the State of Florida, hereby designates Barry N. Semet its registered agent and 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 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.



Barry N. Semet
(Registered Agent)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE