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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOSEPH C. RODRIGUEZ

PHONE: (305) 672-0686

Luic

FAX #: (305) 672-9110

NAME: MSK FINANCIAL INC.

AUDIT NUMBER.....H97000015954

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
MSK Financial Inc.

Article II. Address

The mailing address of the Corporation is:
MSK Financial Inc.
1717 2nd Street
Suite D
Sarasota FL 34236

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Lisa B. Cicero
777 Brickell Avenue, Suite 950
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

John Kurz
Ronald R. Shenkin
Neil N. Malamud

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lisa B. Cicero | FL Bar Member 962686
Lisa B. Cicero, P.A.
777 Brickell Avenue, Suite 950
Miami FL
305-377-2666

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Lisa B. Cicero

Lisa B. Cicero, P.A.


777 Brickell Avenue, Suite 950

Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 24, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 25, 1997.



LISA B. CICERO

by L.A. Uriarte as attorney-in-fact

Lisa B. Cicero | FL Bar Member 962686
Lisa B. Cicero, P.A.
777 Brickell Avenue, Suite 950
Miami FL
305-377-2666

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

MSK Financial Inc.

REGISTERED AGENT/OFFICE:

**Lisa B. Cicero
777 Brickell Avenue, Suite 950
Miami FL 33131**

EFFECTIVE DATE

09-24-97

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LISA B. CICERO

by L.A. Uriarte as attorney-in-fact

Date: September 25, 1997

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**Lisa B. Cicero, I FL Bar Member 962686
Lisa B. Cicero, P.A.
777 Brickell Avenue, Suite 950
Miami FL
305-377-2868**

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