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RAYMOND M. MASCIARELLA II, P.A.
ATTORNEY AND COUNSELOR AT LAW

FILED

RAYMOND M. MASCIARELLA II

97 OCT -7 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUMMIT BUILDING, SUITE 340
840 U.S. HIGHWAY ONE
NORTH PALM BEACH
FLORIDA 33408

(561) 627-4448

Facsimile (561) 625-4181

September 15, 1997

Secretary of State
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

900002296919--1
-09/18/97-01070--005
*****122.50 *****122.50

RE: Management Services, Inc.

Dear Sir:

Please find enclosed one original and one copy of our Articles of Incorporation for the above company. Please file the original in your office and return to us one Certified Copy.

We are enclosing our check in the amount of \$122.50 covering the following:

\$35.00 Filing fees
\$35.00 Certificate Designating Registered Agent
\$52.50 Certified Copy

Yours very truly,

RAYMOND M. MASCIARELLA II, PA



Raymond M. Masciarella II, Esquire

RMM:ph
Enclosures

W97-21609
PH 9/19/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1997

RAYMOND M. MASCIARELLA II, P.A.
840 US HWY ONE, SUITE 340
NORTH PALM BEACH, FL 33408

SUBJECT: MANAGEMENT SERVICES, INC.
Ref. Number: W97000021609

We have received your document for MANAGEMENT SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The principal address and the address for the registered agent must be consistent in your document.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 897A00046591

LAW OFFICES
RAYMOND M. MASCIARELLA II, P.A.
ATTORNEY AND COUNSELOR AT LAW

RAYMOND M. MASCIARELLA II

SUMMIT BUILDING, SUITE 340
840 U.S. HIGHWAY ONE
NORTH PALM BEACH
FLORIDA 33408

(561) 627-4448

Facsimile (561) 625-4181

September 30, 1997

Secretary of State
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

Attn: Pamela Hall

RE: FGSJR, Inc.

Dear Ms. Hall:

Please find enclosed one original and one copy of our Articles of Incorporation for the above company. Please file the original in your office and return to us one Certified Copy.

We have previously sent our check to your office in the amount of \$122.50 covering the following:

\$35.00 Filing fees
\$35.00 Certificate Designating Registered Agent
\$52.50 Certified Copy

Yours very truly,

RAYMOND M. MASCIARELLA II, PA



Raymond M. Masciarella II, Esquire

RMM:ph
Enclosures

ARTICLES OF INCORPORATION

OF
FLSJR, INC.
MANAGEMENT SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME **FLSJR, INC.**

The name of this corporation is ~~Management Services, Inc.~~

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this

corporation, shall have the right to purchase his or her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered ~~principal~~ office of this corporation is 840 U.S. Highway One, Suite 340, North Palm Beach, Florida 33408, and the name of the initial registered agent of this corporation is Raymond M. Masciarella II.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-laws. However, there shall never be less than one director or more than five. The names and addresses of the initial Board of Directors of this corporation are:

1. Floyd Grady Spencer, Jr.
1877 S.E. Dranson Circle
Port St. Lucie, Florida 34950
2. Sheila O'Neil
1877 S.E. Dranson Circle
Port St. Lucie, Florida 34950

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator signing these

articles is Floyd Grady Spencer, Jr., 1877 S.E. Dranson Circle, Port St. Lucie, Florida 34950.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

ARTICLE XI

STOCK TRANSFERS--CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for purchase to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholders; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 90 days from the date of mailing. If the corporation fails or refuses within such 90-day period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his/her shares as he/she may deem fit. The President of the corporation is authorized to make any such purchase under this provision.

Each share Certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 15th day of Sept., 1997.


FLOYD GRADY SPENCER, JR.

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Floyd Grady Spencer, Jr., who is personally known to me or has produced personally known as identification, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 15th day of Sept., 1997.




Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Floyd Grady Spencer, Jr. desiring to organize
~~FCSJR, INC.~~
~~Management Services, Inc.~~ and qualify under the laws of the State
of Florida, with its principal place of business located at 1877
S.E. Dranson Circle, Port St. Lucie, Florida 34950, has named
Raymond M. Masciarella II, as its agent to accept service of
process within Florida.

Dated:


FLOYD GRADY SPENCER, JR., President

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper
performance of my duties.


RAYMOND M. MASCIARELLA II, Registered Agent