

TRANSMITTAL LETTER

P97000092491

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

SUBJECT: Management South International Corporation  
(Proposed corporate name - must include suffix)

300002330403--0  
-10/27/97--01114--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kenneth H. Jones  
Name (Printed or typed)

11256 NW 51st Terrace  
Address

Miami, FL 33178  
City, State & Zip

(305) 418-3573  
Daytime Telephone number

FILED  
97 OCT 27 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

*[Handwritten signature]*  
10/27/97

**ARTICLES OF INCORPORATION**  
of  
Management South International Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be Management South International Corporation (hereinafter, the "Corporation").

Article II. Principal Office

The principal place of business and mailing address of the Corporation in Florida shall be:

11256 NW 51st Terrace  
Miami, Florida 33178

Article III. Capital Stock

The total number of shares of stock that the Corporation shall have authority to issue is 1,000 shares without par value, all of one class.

Article IV. Initial Registered Agent

The name and mailing address of the registered agent of the Corporation in Florida are:

Kenneth H. Jones  
11256 NW 51st Terrace  
Miami, Florida 33178

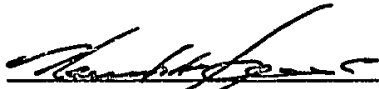
Article V. Election for No Board of Directors

The Corporation shall not maintain a Board of Directors, and all duties that would otherwise be performed by a Board of Directors shall be performed by the Officers of the Corporation.

Article VI. Incorporator

The name and mailing address of the incorporator to these Articles of Incorporation are:

Kenneth H. Jones  
11256 NW 51st Terrace  
Miami, Florida 33178

  
\_\_\_\_\_  
Kenneth H. Jones, Incorporator

October 21, 1997  
Date

Acceptance of Duties as Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Kenneth H. Jones, Registered Agent

October 21, 1997  
Date

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TALLAHASSEE, FLORIDA