TRANSMITTAL LETTER Departmer of Sta Division of Corporations P. O. Box 6327

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

300002330403

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

\$70.00 Filing Fee

Tallahassee, FL 32314

W \$78.75 Filing Fee & Certificate

□\$122.50 Filing Fee

\$131.25

& Certified Copy

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

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

11256 NW 51st Terrace

Address

Miami, FL 33178

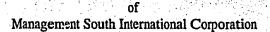
City, State & Zip

(305) 418-3573

Daytime Telephone number

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

ARTICLES OF INCORPORATION





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

Debolo 81 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.

- 2 -

Kenneth H. Jones, Registered Agent

Jets Des 21

Date

FILED

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SECRETARY OF STATE
SECRETARY OF STATE