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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: M & S HOLDING CORP.

AUDIT NUMBER.....H97000018372

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

CERT. OF STATUS..0

PAGES.....6

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ARTICLES OF INCORPORATION

OF

M & S HOLDING CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is M & S HOLDING CORP. The principal place of business of the corporation shall be 17521 Via Capri, Boca Raton, FL 33496, or such other place as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

The corporation may engage in any or all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is ONE THOUSAND (1000) SHARES of common stock, each share having \$1.00

THIS DOCUMENT PREPARED BY:

SCOTT B. BABBITT, P.A.
800 West Cypress Creek Road
Suite 502
Ft. Lauderdale, FL 33309
(954) 771-5297
Florida Bar No. 376779

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par value. Each stockholder of the corporation shall be entitled to one (1) vote for each paid, non-assessable share owned by him, and there shall be no cumulative voting. No holder of shares of the corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may be issued, exchanged, or offered for sale by the corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be:

17521 Via Capri
Boca Raton, FL 33496

The registered agent shall be BONNIE DELSON.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the corporation; but shall at no time be less than one nor more than seven. Except, as may otherwise be required by law, vacancies in the Board of Directors and newly created directorships resulting from any increase in the

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authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum.

ARTICLE VII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

BONNIE DELSON
17521 Via Capri
Boca Raton, FL 33496

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is:

BONNIE DELSON
17521 Via Capri
Boca Raton, FL 33496

ARTICLE IX

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any person whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be entitled under any By-Laws, agreement, vote of shareholders, or disinterested directors, or otherwise, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue to as a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors

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and administrators of such a person.

ARTICLE X

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE XI

COMMENCEMENT

This corporation shall commence its existence upon the filing and certification of these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4 day of

NOVEMBER, 1997.

Bonnie Delson

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County mentioned above, to take acknowledgments, personally appeared BONNIE DELSON, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same on this 4 day of NOVEMBER, 1997.

Personally known ✓

Identification produced _____

Scott B. Babbitt
Notary Public, State of Florida

SCOTT B. BABBITT
(Print or Type Name of Notary)

My Commission Expires: _____



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

M & S HOLDING CORP. desiring to organize under the laws of the State of Florida with its principal office at 17521 Via Capri, Boca Raton, Florida, 33496, has named BONNIE DELSON as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Bonnie Delson
Registered Agent

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