



P97000100017

THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 13, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: MSM Consulting Inc.
P3306812MSPOW

400002354454--3
-11/21/97--01092--016
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for MSM Consulting Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow
Corporate Service Incorporator

enc.

FILED
97 NOV 21 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BB
11-25-97

ARTICLES OF INCORPORATION

OF

MSM Consulting Inc.

FILED

97 NOV 21 AM 7:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **MSM Consulting Inc.**
- SECOND:** The address of the initial registered office of the corporation is 200- A John Knox Road, Tallahassee, FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD:** The principal address of the corporation 1215 Scioto Road, N. Lauderdale, FL 33068.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 1500 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors is as follows:
- Melinda Powers 1215 Scioto Road, N. Lauderdale, FL 33068.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.

NINTH: The name and address of the person who is to act as incorporator is as follows:

Alison Kochie c/o The Company Corporation
1313 N. Market Street
Wilmington, DE 19801

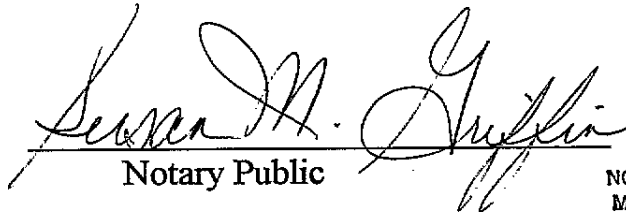
I, the undersigned, being all the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 13th day of November, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of November, by Alison Kochie.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Alison Kochie, 1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440.

FILED

97 NOV 21 AM 7:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this MSM Consulting Inc.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of N. Lauderdale, State of Florida, has named Larry Wolfe located at 200-A John Knox Road, Tallahassee, FL 32303-6643

_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

James S. S. S.

11/13/97

Date _____