

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC -9 AM 7:52

**P97000103714**

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MSV, Inc.

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- 700002366477--7**
- Art of Inc. File -12/09/97-01022--020
- LTD Partnership File \*\*\*\*157.50 \*\*\*\*\*70.00
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Name Reservation \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

File First.

Please file stamp extra copies. Thanks!

Signature \_\_\_\_\_

Requested by: Cher 12.9 1015  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

RECEIVED  
97 DEC -9 AM 10:37

RP  
12-10-97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 9, 1997

**CAPITAL CONNECTION, INC.**  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

**SUBJECT: MSV, INC.**  
Ref. Number: W97000027454

We have received your document for MSV, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 097A00057965

**ARTICLES OF INCORPORATION**

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DIVISION OF CORPORATIONS

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**OF**

MSV of Central Florida, Inc.

**ARTICLE I  
NAME**

The name of this corporation is MSV of Central Florida, Inc.

**ARTICLE II  
DURATION**

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

**ARTICLE III  
PURPOSE**

This corporation is organized for the following purposes:

- A. To transact any and all lawful business.
- B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of this corporation.
- C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE IV  
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE V  
CAPITAL STOCK**

A. This corporation is authorized to issue 1,000 shares of \$.10 par value voting common stock, which shall be designated "voting common stock."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of all of the outstanding "voting common stock."

**ARTICLE VI  
ADDRESS**

The initial street address of the principal and registered office of this corporation is 421 N. Wild Olive Avenue, Daytona Beach, Florida 32118, and the name of the initial registered agent of this corporation is A.M. Cupolo. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

**ARTICLE VII  
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the initial member of the Board of Directors is:

A.M. Cupolo  
421 N. Wild Olive Ave.  
Daytona Beach, FL 32118

**ARTICLE IX  
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Maurice Shams  
111 N. Orange Ave., Suite 1200  
Orlando, Florida 32801

**ARTICLE X  
OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of this corporation until the first meeting of the Board of Directors:

A.M. Cupolo -            President

**ARTICLE XI  
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

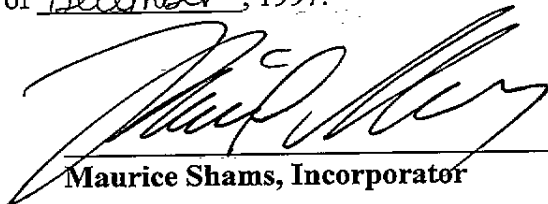
**ARTICLE XII  
MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

**ARTICLE XIII  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. All amendments shall be either proposed by the Board of Directors or the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto executed my hand and seal at Orlando, Florida, these Articles of Incorporation this 8th day of December, 1997.

  
\_\_\_\_\_  
Maurice Shams, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The foregoing instrument was sworn to and subscribed before me this 8th day of December, 1997, by Maurice Shams, who () is personally known to me OR () produced as identification.



TERESA B PIPER  
My Commission CC402045  
Expires Aug. 21, 1998  
Bonded by HAI  
800-422-1555

Teresa B Piper  
Notary Public, State of Florida  
Print Name: Teresa B. Piper  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.

A.M. Cupolo  
A.M. Cupolo  
Registered Agent