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CT CORPORATION SYSTEM				
660 EAST JEFFERSON STRE	ET			
Requestor's Name TALLAHASSEE, FL 32301				
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STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

97 DEC 16 PH 3: 09 SEC 15 EST LONDA

MST CONSULTING GROUP, INC.

FIRST:

THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: MST CONSULTING GROUP, INC.

SECOND:

THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

9650 SOUTH OCEAN DRIVE, #309 JENSEN BEACH, FLORIDA 34947

THIRD:

THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSAND COMMON WITH NO PAR VALUE.

FOURTH:

- (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS: N/A
- (b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS: N/A

CLASS

PREFERENCES

LIMITATIONS

RELATIVE RIGHTS

FIFTH:

(a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS: N/A

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION: N/A

SERIES RELATIVE RIGHTS PREFERENCES

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES: N/A

SIXTH:

PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: N/A

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS

OF THE CORPORATION ARE: N/A

EIGHTH:

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

NINTH:

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

> ANDREW L. COSTA 9650 SOUTH OCEAN DRIVE, #309 **JENSEN BEACH, FLORIDA 34957**

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

> KIM WASILEWSKI 1633 BROADWAY NEW YORK, NY 10019

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 2ND DAY OF DECEMBER, 1997.

SIGNATURE/TITLE

Kim Wasilewski, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED DECEMBER 2, 1997.

BY Come Buy

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

97 DEC | 6 PM 3: 09