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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MJS FLORIDA HOLDINGS, INC.

AUDIT NUMBER.....H98000008699

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
MJS FLORIDA HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is MJS FLORIDA HOLDINGS, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312 and the name of the initial registered agent at that address is Alan B. Koslow.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Michael J. Surkes, 36 West 44th Street, New York, NY 10036.

ALAN B. KOSLOW, ESQ.
Florida Bar No. 342254
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312-6525
954-985-4169

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Michael J. Surkes, 36 West 44th Street, New York, NY 10036.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 36 West 44th Street, New York, NY 10036.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this May day of 1998.


MICHAEL J. SURKES, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

By: 
ALAN B. KOSLOW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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