MM 54



ACCOUNT NO. : 072100000032

REFERENCE: 821407 4656E

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: May 15, 1998

ORDER TIME : 3:19 PM

ORDER NO. : 821407-010

CUSTOMER NO: 4656E

CUSTOMER: Nancy Kinsler, Paralegal GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL

Suite 2050

111 North Orange Avenue

Orlando, FL 32801

000002526410--2

DOMESTIC FILING

NAME:

M & S INVESTMENT CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY.

____ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

2544 W98-11230

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS

98 MAY 15 AM11: 30

May 18, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: M & S INVESTMENT CORPORATION

Ref. Number: W98000011230

RESUBMIT

Please give original submission date as file date.

We have received your document for M & S INVESTMENT CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

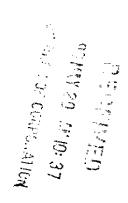
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One 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) 487-6973.

Claretha Golden Document Specialist

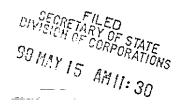
Letter Number: 998A00027552



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ARTICLES OF INCORPORATION OF

M & S INVESTMENT GROUP CORPORATION



ARTICLE I - NAME

The name of this corporation is M & S INVESTMENT GROUP CORPORATION

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 210 Park Avenue North, Winter Park, Florida 32789. The initial mailing address of the corporation is 210 Park Avenue North, Winter Park, Florida 32789.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida, 32301, and the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>

Address

Joseph J. JeBailey

20th Floor

111 North Orange Avenue

Orlando, FL 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

Bv:

Joseph J. Jeß

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That M & S INVESTMENT GROUP CORPORATION desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1201 Hayes Street, Tallahassee, Florida 32301, has named Corporation Service Company (CSC) as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated and effective

Corporation Service Company

Registered Agent

98 MAY 15 AMIL 20