

P98000045429



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 821407 4656E

AUTHORIZATION :

Patricia Pizju

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 TRAUIG 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
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2544
W98-11230

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 11:30

RECEIVED
98 MAY 15 PM 4:13
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 11:30

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

RECEIVED
MAY 20 10:37
DIVISION OF CORPORATIONS

EFFECTIVE DATE

5/14/98

**ARTICLES OF INCORPORATION
OF**

M & S INVESTMENT GROUP CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 15 AM 11:30

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:

Name

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.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 14th day of May, 1998. The effective date of this corporation shall be May 14, 1998.

By: _____


Joseph J. JeBailey
Incorporator

**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

5-15-98



Corporation Service Company
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 11:30