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PARALEGAL
LaVonne T. V. Harmon

May 26, 1998

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****122.50 ****122.50

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

RE: MSK REAL ESTATE, INC.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00
TOTAL:	<u>\$122.50</u>

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,


Edward A. Kerben

EAK/lh

Enclosures

Dmk
6/2/98

FILED
98 MAY 29 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF**

98 MAY 29 AM 10:08

MSK REAL ESTATE, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be **MSK REAL ESTATE, INC.**

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be real estate development and any other lawful business.

2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE AND MAILING ADDRESS

1. The principal place of business shall be **20 EAST CENTRAL BOULEVARD, ORLANDO, FL 32801.**

2. The *mailing address* of this corporation shall be **20 EAST CENTRAL BOULEVARD, ORLANDO, FL 32801.**

ARTICLE IV -- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **JAMES R. MACON, 20 EAST CENTRAL BOULEVARD, ORLANDO, FL 32801.**

ARTICLE VI -- DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The names and addresses of the directors are:

**SIAMAK DAVID SIMINOU
20 EAST CENTRAL BOULEVARD
ORLANDO, FL 32801**

**FARAMARZ R. KHOSHNOU
20 EAST CENTRAL BLVD.
ORLANDO, FL 32801**

**JAMES R. MACON
20 EAST CENTRAL BLVD.
ORLANDO, FL 32801**

ARTICLE VII -- INCORPORATORS

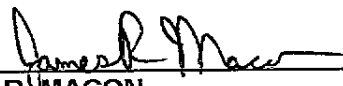
The name and address of the incorporator is:

JAMES R. MACON
20 EAST CENTRAL BOULEVARD
ORLANDO, FL 32801

ARTICLE VIII -- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporate convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these Articles of Incorporation this 27 day of May, 1998.


JAMES R. MACON

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is MSK REAL ESTATE, INC.
2. The name and address of the registered agent and office is:

JAMES R. MACON
20 E. CENTRAL BOULEVARD
ORLANDO, FL 32801

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

DATE: May 27, 1998

By: 
JAMES R. MACON
Registered Agent

FILED
98 MAY 29 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA