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November 16, 1998

Secretary of State
PO Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

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-11/17/98--01043--008
****122.50 *****78.75

RE: Incorporation Documents

Dear Sir or Madam:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for MSSS & Associates, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # 4032, in the amount of \$122.50 representing the fee for filings is enclosed.

Very truly yours,

Harold Strulowitz
7800 N University Drive, #2
Tamarac, FL 33321

FILED
98 NOV 17 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
98 NOV 17 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/23/98
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ARTICLES OF INCORPORATION
OF
MSSS & ASSOCIATES, INC.

FILED
NOV 17 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
MSSS & ASSOCIATES, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 500 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is 7800 N. University Drive, #202, Tamarac, Florida 33321 and the name of the initial registered agent of this corporation is Harold Strulowitz. The address of the Corporation and the registered agent's address are the same.

ARTICLE VIII. Initial Board of Directors. The corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The names and addresses of the initial Directors of this corporation are:

Martin McKenzie	Michael Snow
6443 Pond Apple Rd.	5183 NW 66th Lane
Boca Raton, FL 33433	Coral Springs, FL 33067

Harold Strulowitz
7800 N University Drive, #202
Tamarac, FL 33321

ARTICLE IX. Officers. The initial officers of the corporation will be:

Martin McKenzie	- President
Michael Snow	- Secretary
Harold Strulowitz	- Treasurer

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Harold Strulowitz
7800 N University Drive, #202
Tamarac, FL 33321

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of November, 1998.

[Signature]

STATE OF FLORIDA

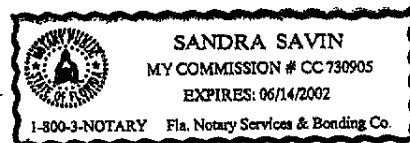
COUNTY OF Broward

Before me, the undersigned authority, personally appeared Harold Hulowitz, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 16, day of November, 1998.

Sandra Savin
NOTARY PUBLIC

My commission Expires: _____

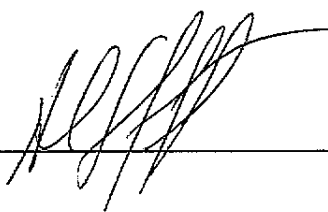


CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

FILED
98 NOV 17 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Harold Strulowitz, do hereby consent to serve as
registered agent for the corporation, MSSS & Associates,
this 16 day of Nov/Em/Dec, 1998.



Address of registered agent:

7800 N University Drive, #202
Tamarac, FL 33321

The address of the corporation and the registered agent are the same.