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NAME: MSV INVESTMENTS, INC.

AUDIT NUMBER.....H98000023184

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

m 12/15/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

EMPIRE

SUBJECT: MSV INVESTMENTS, INC.
REF: W98000027886

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

THE INCORPORATOR'S ADDRESS NEEDS TO BE CONSISTENT WHEREVER IT APPEARS IN THE DOCUMENT.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: E98000023184
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ARTICLES OF INCORPORATION

OF

MSV INVESTMENTS, INC.

H98000023184

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation MSV Investments, Inc., located at 2121 Ponce de Leon, Blvd. 920, Coral Gables, FL 33134.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is Magali Sosa, 2121 Ponce de Leon Blvd., Suite 920, Coral Gables, FL 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial Directors of this corporation is as follows:

Magali Sosa,
President
2121 Ponce de Leon, Blvd.
Suite 920
Coral Gables, FL 33134

THIS DOCUMENT WAS PREAPRED BY:
Magali Sosa, Esq. - Florida Bar No. 986828
2121 Ponce de Leon Boulevard,
Coral Gables, FL 33134 (305) 442-7442

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ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, 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-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

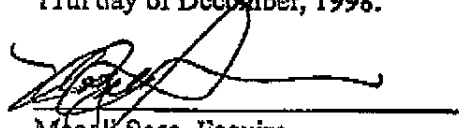
ARTICLE X - INCORPORATOR

The name and the address of the person signing these Articles is Magali Sosa, 2121 Ponce Leon, Blvd., Suite 920, Coral Gables, FL 33134.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11th day of December, 1998.



Magali Sosa, Esquire
2121 Ponce de Leon Blvd.
Suite 920
Coral Gables, FL 33134

H98000023184

