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Examiner's Initials

CR2E031(1/95)

ARTICLES OF INCORPORATION OF MSC & Associates, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following articles of incorporation.

NAME

The name of the Corporation shall be: MSC & Associates, Inc.

_ PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8306 Mills Dr. Miami, Florida 33183

ARTICLE III *SHARES*

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,500 shares at \$1.00 par value per share.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Michael Carter 8306 Mills Dr.

Miami, Florida 33183

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Philip K. Akalp 26500 West Agoura Road, #361 Calabasas, California 91302

Philip K. Akalp, Incorporator

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.

Michael Carter, Registered Agent