

THE ACCOUNTING OFFICE
OF
SMALLEY & COMPANY, P.A.
A PROFESSIONAL ASSOCIATION
1527 E. CONCORD STREET, ORLANDO, FLORIDA 32803
TELEPHONE: (407) 897-2277 FAX: (407) 897-6611

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E MAIL: orlando@smalleynco.com

August 20, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

PP9000079495

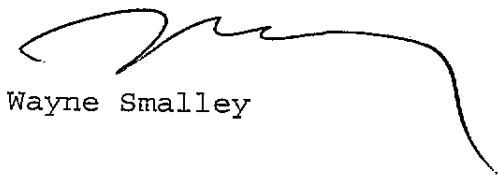
Re: M & S Investments, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for the above referenced proposed corporation; and, we enclose our check in the amount of \$ 70.00 in payment of the Corporate Filing Fee and Registered Agent Designation for this proposed corporation.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,



Wayne Smalley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/8/99 TS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 27, 1999

SMALLEY & COMPANY, P.A.
1527 E. CONCORD ST.
ORLANDO, FL 32803

SUBJECT: M & S INVESTMENTS, INC.
Ref. Number: W99000020004

We have received your document for M & S INVESTMENTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 599A00043098

**ARTICLES OF INCORPORATION
OF
M & S INVESTMENTS & PROPERTIES, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be M & S Investments & Properties, Inc.

**ARTICLE II
PURPOSE**

This corporation is formed for the purpose of transacting any and all lawful business for which corporations may become incorporated in the State of Florida.

**ARTICLE III
DURATION**

This corporation shall commence business on the day of the acceptance of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS**

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

1420 Bessmore Rd., Winter Park, Fl 32789

**ARTICLE V
SHARES**

This corporation shall be authorized to have 7,500 shares
\$ 1.00 Par Value Common Stock outstanding at any one time

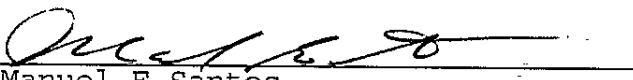
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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

Manuel E Santos, 1420 Bessmore Rd., Winter Park, Fl 32789

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, 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.


Manuel E Santos
Registered Agent

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially; however, that number may be changed from time to time by the By-Laws. The names and addresses of the initial directors are:

Manuel E Santos, 1420 Bessmore Rd., Winter Park, Fl 32789

Sharmaine M Santos, 1420 Bessmore Rd., Winter Park, Fl 32789

ARTICLE VIII
INITIAL OFFICERS

The initial officer of this corporation is:

President: Manuel E Santos
1420 Bessmore Rd.
Winter Park, Fl 32789

Secretary: Sharmaine M Santos
1420 Bessmore Rd.
Winter Park, Fl 32789

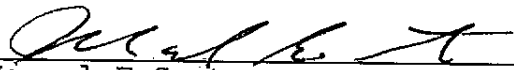
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TALLAHASSEE, FLORIDA

ARTICLE IX
INCORPORATOR

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

Manuel E Santos, 1420 Bessmore Rd., Winter Park, Fl 32789

The undersigned incorporator has executed these Articles of Incorporation this 19 day of August, 1999.



Manuel E Santos
Incorporator