

999000105354
ROT BART & DEUTSCH, P.A.

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Please reply to Boca Raton Office

November 30, 1999

Attn: New Filings Dept.
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200003058832-9
-12/02/99-01050-018
*****87.50 *****87.50

RE: M & S MARKETING ENTERPRISES, INC.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation for the above-referenced matter.

Please send a Certificate of Status and a certified copy of these Articles to my office at the Boca Raton address listed above.

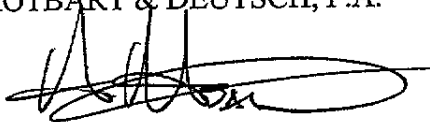
A check for \$87.50 is enclosed. This represents payment for:

Filing the Articles of Incorporation
Designation of and Acceptance by A Registered Agent
Certificate of Status
Certified Articles of Incorporation

Thank you in advance for your assistance.

Very truly yours,

ROT BART & DEUTSCH, P.A.



BY: Alexander B. Rotbart

Enclosures

ABR/dms

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BOCA RATON

FORT LAUDERDALE

g 12/6/99

**ARTICLES OF INCORPORATION
OF
M & S MARKETING ENTERPRISES, INC.**

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The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is: **M & S MARKETING ENTERPRISES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) dollar per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

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 - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Registered Agent of this corporation shall be Law Offices of Rotbart & Deutsch, P.A., 21845 Powerline Road, Suite 201, Boca Raton, Florida 33433. The Principal Office of this corporation in the State of Florida shall be: 1600 S. Federal Highway, Suite 771, Pompano Beach, Florida 33062. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time through the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

President & Director

Maria Preede
1600 S. Federal Highway, Suite 771
Pompano Beach, FL 33062

ARTICLE IX - INCORPORATOR

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

Ms. Maria Preede
1600 S. Federal Highway, Suite 771
Pompano Beach, FL 33062

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former director or officer, to the full extent permitted by law.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of September 1999.

Maria Preede
Maria Preede, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of M & S Marketing Enterprises, Inc., a Florida Corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 30th day of September 1999.

ROTBART & DEUTSCH, P.A.



BY: Alexander B. Rotbart, President

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