TEW, ZINOBER, BARNES, ZIMMET & UNICE ATTORNEYS AT LAW

JOEL R. TEW FREDRIC S. ZINOBER ROBERT L. BARNES, JR. ALAN S. ZIMMET T. R. UNICE, JR. ANDREW J. SALZMAN JEFFREY P. CARIO*

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LEE W. ATKE PATRICK A. CHRISTOPHER N AIELLO ROBERT E. HEY RICHMOND C. 1 Andrea Lee A BRASS SCOTT P. SWOPE STEPHANIE VAUGHAN, Of Counsel *HERNANDO RESIDENT PARTNER

January 14, 1998

Secretary of State Division of Corporations The Capitol P.O. Box 6327 Tallahassee, Fl 32314

> RE: S & G Suppliers, Inc.

Dear Sir:

In connection with the above referenced corporation, enclosed please find the original and one copy of the fully executed Articles of Incorporation. Also enclosed is a check in the amount of \$122.50 for the filing fee, and a self addressed stamped envelope for return of the stamped copy to these offices.

Should you have any questions please do not hesitate to contact me.

Sincerely,

Donna Slavik Legal Assistant

/ds

Enc.

ARTICLES OF INCORPORATION

FOR

S & G SUPPLIERS, INC.

ARTICLE I - NAME

The name of this corporation shall be S & G SUPPLIERS, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Jeffrey P. Cario at Tew, Zinober, Barnes, Zimmet & Unice. The street address of the initial registered office of the corporation for service of process shall be 7361 Forest Oaks Boulevard, Spring Hill, Florida 34606.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Benton A. Speakman

13438 Monterey Street Spring Hill, FL 34609

Richard Garrett

13438 Monterey Street Spring Hill, FL 34609

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Jeffrey P. Cario

7361 Forest Oaks Boulevard Spring Hill, FL 34606

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 13438 Monterey Street, Spring Hill, Florida 34609. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock

of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 + 100 day of January, 1998.

Jeffrey P. Cario

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrume January, 1998 by Jeffrey P. Cario, v	ent was acknowledged before me this 13 hay of
January, 1000 by Jerricy 1. Carlo, v	Jonne M. Slavel
	Signature of Person Taking Acknowledgment
(NOTARY SEAL)	Name of Acknowledger Typed, Printed or Stamped
	Notary Public, State of
DONNA M. SLAVIK My Comm Exp. 10/04/98	Notarial Serial Number

Bonded By Service Ins
No. CC410054

Presentally Known | 11 Caber L D

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for S & G Suppliers, Inc. a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 12H day of January, 1998.

Tew, Zinober, Barnes, Zimmet & Unice

effrey P. Cario, Esquire Tew, Zinober, Barnes, Zimmet & Unice 7361 Forest Oaks Boulevard Spring Hill, FL 34606 (352) 683-0597