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SHEPPARD, BRETT, STEWART & HERSCH, P. A.

ATTORNEYS AT LAW

(FORMERLY SHEPPARD & WOOLSLAIR)
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
JOHN K. WOOLSLAIR (1908-1968)

JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD*
OF COUNSEL

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3965

April 24, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

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-04/28/98--01006--020
****122.50 ****122.50

Re: S & S INTERNATIONAL TRADING COMPANY
OF SOUTH FLORIDA, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.


Craig R. Hersch

CRH:dlb
Enclosures

H-0968

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 10:12

5-1
KS

ARTICLES OF INCORPORATION

OF

S & S INTERNATIONAL TRADING COMPANY OF SOUTH FLORIDA, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 28 AM 10:12

THE UNDERSIGNED, DAVE SMITH, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is S & S INTERNATIONAL TRADING COMPANY OF SOUTH FLORIDA, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 941 Prescott Lane, Fort Myers Beach, Florida 33931, and the name of the initial registered agent of this Corporation at that address is: DAVE SMITH.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DAVE SMITH	President	941 Prescott Lane Fort Myers Beach, FL 33931
JEFF STEELE	Secretary/ Treasurer	7316 Manatee Avenue W, #291 Bradenton, FL 34209

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

ADDRESS

DAVE SMITH

941 Prescott Lane
Fort Myers Beach, FL 33931

ARTICLE XI

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

IN WITNESS WHEREOF, the subscribers have hereunto set his hand and seals this 20th day of April, 1998.

David F. Smith
Dave Smith, Incorporator

STATE OF FLORIDA

COUNTY OF Lee

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of April, 1998, by DAVE^F SMITH, () who is personally known to me or (X) who produced Florida Drivers License as identification.

Margaret K. DePew
Notary Public
Printed Name of Notary:

(SEAL)
Comm. Exp. Date:
Comm. Number:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT S & S INTERNATIONAL TRADING COMPANY OF SOUTH FLORIDA,
INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF Fort Myers Beach,
COUNTY OF Lee, STATE OF Florida, HAS NAMED DAVE SMITH, LOCATED AT 941 Prescott
Lane, (Street Address and Number of Building -- Post Office Box Addresses Are Not Acceptable), Fort
Myers Beach, Lee COUNTY, Florida, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

S & S INTERNATIONAL TRADING COMPANY OF SOUTH FLORIDA, INC.

Signature: David F. Smith
Dave Smith (Corporate Officer)

Title: _____

Date: 4-20-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

Signature: David F. Smith
Dave Smith, Resident Agent

Date: 4-20-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 10:12