

LAW OFFICES  
OF

*N. Michael Kouskoutis, P. A.*

35 WEST LEMON STREET  
TARPON SPRINGS, FLORIDA 34689  
PHONE: (727) 942-3631 • FAX: (727) 937-5453

N. MICHAEL KOUSKOUTIS  
ATTORNEY AT LAW

**UPS OVERNIGHT**

100003083721--4

December 28, 1999

100003083721--4  
-12/29/99--01095--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: SBW HOLDING CORPORATION, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for SBW HOLDING CORPORATION, INC., together with our check in the amount of \$78.75 to cover the filing fee.

Kindly file the original Articles and provide us with a copy thereof in the enclosed UPS Overnight Air package.

If you have any questions, please feel free to contact me.

Sincerely,

N. MICHAEL KOUSKOUTIS, P.A.



N. Michael Kouskoutis, Esq.

NMK/klj  
Enclosures

xc: Ernest J. Ward

FILED  
99 DEC 29 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SBW HOLDING CORPORATION, INC.

FILED  
99 DEC 29 AM 8:36  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

**SBW HOLDING CORPORATION, INC.**

The principal place of business of this corporation shall be:

35 West Lemon Street  
Tarpon Springs, FL 34689

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

35 West Lemon Street  
Tarpon Springs, FL 34689

The initial registered agent of the corporation is N. Michael Kouskoutis, whose address is 35 West Lemon Street, Tarpon Springs, Florida 34689.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### ARTICLE VIII. DIRECTORS

The Corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors are:

Susan Slovak	347 Flatbush Avenue, 2nd Floor Brooklyn, NY 11234
Ernest Bonagura	2047 East 64th Street Brooklyn, NY 11234
Ernest J. Ward	20 Clay Court Locust, NJ 07760

#### ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation shall hold office for the first year of the corporation, or until her successors are elected or appointed are:

Susan Slovak 347 Flatbush Avenue, 2nd Floor Brooklyn, NY 11234	President
Ernest Bonagura 2047 East 64th Street Brooklyn, NY 11234	Vice-President, Treasurer
Ernest J. Ward 20 Clay Court Locust, NJ 07760	Vice-President, Secretary

ARTICLE X. INCORPORATOR

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

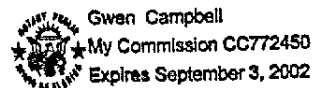
N. Michael Kouskoutis  
35 West Lemon Street  
Tarpon Springs, FL 34689



N. Michael Kouskoutis

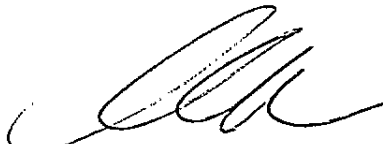
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of December, 1999 by N. Michael Kouskoutis.

  
NOTARY PUBLIC  
My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.



N. Michael Kouskoutis

FILED  
99 DEC 29 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA