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CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 850-222-1092

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ARTICLES OF INCORPORATION OF S&L HOLDINGS, INC.

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

FIRST:	The name	of the	corporation	is:	S&L Holdings.	Inc.
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SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 1125 Kingsland Court, Fruit Cove, Florida 32259.

THIRD: The number of shares the corporation is authorized to issue is: 500

FOURTH: The street address of the initial registered office of the corporation is c/o Steven T. Sears, 1125 Kingsland Court, Fruit Cove, Florida 32259, and the name of its initial registered agent at such address is Steven T. Sears.

FIFTH: The names and addresses of the persons who are to serve as initial directors are: <u>Steven T. Sears.</u>

SIXTH: The name and address of each incorporator is: Steven T. Sears; 1125 Kingsland Court, Fruit Cove, Florida 32259.

SEVENTH: Any other provision required or permitted by law is: none.

A ()				
Sleven Seam	-	Date: _/	1-11-00	
Steven T. Sears				

Steven T. Sears is familiar with and accepts the obligations provided for in Section §607.0505 of the Florida Statutes.

S&L Holdings, Inc.

Date: 1-11-00

By: Steven T. Sears