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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 3, 2000

EMPIRE

MIAMI, FL

SUBJECT: S & S COMPANY OF MIAMI, INC.

Ref. Number: W00000008755

We have received your document for S & S COMPANY OF MIAMI, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 000A00018064



ARTICLES OF INCORPORATION OF S & S COMPANY OF SOUTH FLORIDA, INC.

The undersigned, acting as incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

- 1. The name of the Corporation is: S & S COMPANY OF SOUTH FLORIDA, INC.
- 2. The period of duration of the Corporation is perpetual.
- 3. The Corporation is created for the purpose of engaging in any and all things allowed and permitted to be done under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:
- (a) Generally, to make and perform contract of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

4. AUTHORIZED SHARES:

NUMBER. The aggregate number of shares that the Corporation shall have the authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES of Capital Stock with a par value of One Dollar (\$1.00) per share.

INITIAL ISSUE. One Hundred (100) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

DIVIDENDS. The Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholders, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

5. The initial street address in Florida of the Initial Principal Office of the Corporation is:

11130 North Kendall Drive Suite 202 Miami, FL 33173 The name of the initial registered agent is:

CARLOS A. TRIAY

Whose registered office is located at:

999 Ponce de Leon Blvd. #1110 Coral Gables, FL 33134

The undersigned agrees to act as the registered agent for the Corporation for service of process pursuant to applicable Florida Statutes.

CARLOS A. TRIAY

- The corporation shall have no directors. The business of the corporation shall be managed by the stockholders of the corporation in accordance with the Florida Statutes.
- INITIAL OFFICERS: The Initial Officers of the Corporation

PRESIDENT AND SECRETARY: MIGUEL SALGUEIRO, JR.

11130 N. Kendall Drive Suite 202

Miami, FL 33173 ___

VICE-PRESIDENT and TREASURER: ALFREDO SOCORRO

11130 N. Kendall Drive

Suite 202

Miami, FL 33173

The name and address of the Initial Incorporator and subscriber is as follows:

> ALFREDO SOCORRO 11130 N. Kendall Drive Suite 202

Miami, FL 33173

MIGUEL SALGUEIRO, JR. 11130 N. Kendall Drive Suite 202

Miami, FL 33173

- 9. The stockholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.
- 10. The stockholders shall at the first meeting called for that purpose, adopt By-Laws not inconsistent with these Articles and which shall be for the government of the Corporation and subordinate to these Articles of Incorporation and the laws of the State of Florida and the United States.

ALFREDO/SOCORRO

MOSA SALCOSTO, JR.

STATE OF FLORIDA COUNTY OF MIAMI-DADE

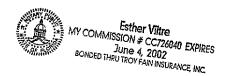
BEFORE ME, the undersigned authority, appeared ALFREDO SOCORRO and MIGUEL SALGUEIRO, JR., is (are) to me known to be the person(s) described in and who subscribed to the above Articles of Incorporation, and (s)he did freely and voluntarily acknowledge before me according to law that (s)he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I (we) have hereunto set my (our) hands and my (our) official seal(s), at Coral Gables, Florida, in the said County and State, this 28 day of North.

NOTARY PUBLIC

My commission expires:

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:
SOUTH FLORIDA, INC.

First-That, S & S COMPANY OF

under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named CARLOS A. TRIAY, located at 999 Ponce de Leon Blvd., Suite 1110, Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Signature of Registered Agent