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Florida Department of State

Division of Corporations

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To:

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Fax Number : (850)922-4001

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

FLORIDA PROFIT CORPORATION OR P.A.

SS & Co., Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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00 DEC 22 AM 11:41

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CSC TALL
WILLIAM PAYNE

5616255979

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ARTICLES OF INCORPORATION
OF

SS & Co., INC.

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

ARTICLE I - NAME

The name of the corporation ("Corporation") is SS & Co., Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is: 3930 RCA Blvd., Suite 3004, Palm Beach Gardens, FL 33410.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares of capital stock which may be issued by this corporation shall be as follows: ONE HUNDRED THOUSAND (100,000) shares of common stock with no par value.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 11211 Prosperity Farms Road, Suite B-106, Palm Beach Gardens, FL 33410 and the name of the registered agent at that address is William J. Payne.

ARTICLE VI - NUMBER OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-laws.

ARTICLE VII - INITIAL DIRECTOR

The names and addresses of the person who shall serve as Director of this Corporation until the first annual meeting of shareholders, or until his or her successor has been elected and qualified is as follows:

Larry Gomez

3930 RCA Blvd., Suite 3004
Palm Beach Gardens, FL 33410

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ARTICLE VIII - DIRECTORS' LIABILITY

In accordance with Section 607.0831 of the Florida Business Corporation Act (the "Act"), no director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding appropriate corporate management or policy, by a director, unless:

- (a) The director breached or failed to perform his or her duties as a director; and
- (b) The director's breach of, or failure to perform, those duties constitutes:
 - 1. A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
 - 2. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
 - 3. A circumstance under which the liability provisions of s. 607.0834 of the Act are applicable;
 - 4. In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or
 - 5. In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

In the event the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal, modification or adoption of any provision of these Articles of Incorporation inconsistent with this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, modification or adoption.

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ARTICLE IX - INCORPORATOR

The name and address of the person signing this Certificate of Incorporation is as follows:

Larry Gomez

3930 RCA Blvd., Suite 3004
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21st day of December, 2000.


Name: LARRY GOMEZ

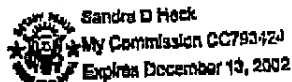
STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, LARRY GOMEZ, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and seal in the county and state last aforesaid this 21st day of December, 2000.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT'S DESIGNATION

Having been named as registered agent and to accept service of process for SS & Co., Inc. at the place designated in the articles of incorporation and to otherwise act as registered agent for said corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


Name: WILLIAM J. PAYNE

Date: December 21, 2000

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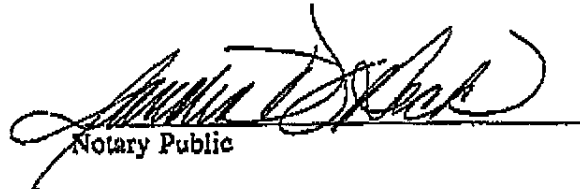
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STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, WILLIAM J. PAYNE, to me personally known to be the Person described in and who executed the foregoing Acceptance of Registered Agent, and acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and seal in the county and state last aforesaid this 21st day of December, 2000.


Notary Public

My Commission Expires:

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 Sandra D Heck
My Commission 00763424
Expires December 13, 2002

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