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LAW OFFICES OF
JAMES M. HAMMOND

BELCHER POINT PROFESSIONAL CENTER
1831 N. BELCHER ROAD, SUITE A-1
CLEARWATER, FL 38765

JAMES M. HAMMOND
ANTHONY J. STEELE

(727) 791-0044
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July 11, 2001

VIA UPS OVERNIGHT - 1Z F23 0A9 22 1000 041 0

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/13/01--01043--023
*****78.75 *****78.75

Re: Incorporation of S Five Group, Inc.

Dear Sir/Madam:

I enclose herein an original and copy of Articles of Incorporation and Certificate Designating Registered Agent/Registered Office for the above-named corporation. In addition, a check in the amount of \$78.75 representing the following fees as enclosed:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	<u>\$ 35.00</u>
Total:	\$ 78.75

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,

Anthony Steele

Anthony J. Steele

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL 13 PM 3:13

AJS/smc
encl.

BB 7-16-01

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ARTICLES OF INCORPORATION

OF

S FIVE GROUP, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: S FIVE GROUP, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 500,000 shares of \$0.001 par value common stock.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and the judgment of such value shall be conclusive.

Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office and the mailing address of this Corporation is: 12395 Belcher Road S., Suite 360, Largo, Florida 33773.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765, and the name of the initial registered agent of this Corporation at such address is James M. Hammond, Esq.

ARTICLE VII

INCORPORATORS

The name and address of the Corporation's incorporator is:

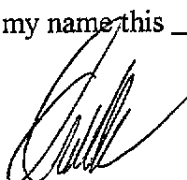
David M. Silbert
12395 Belcher Road S.
Suite 360
Largo, Florida 33773

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

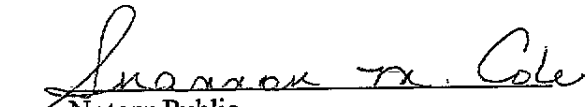
IN WITNESS WHEREOF, I have subscribed my name this 12 day of July, 2001.



DAVID M. SILBERT, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th July, 2001, by DAVID M. SILBERT, who is personally known to me or who has produced FLDL 5416-173-58-258-0 as identification and who did not take an oath.


Notary Public



Designation and Acceptance of Registered Agent

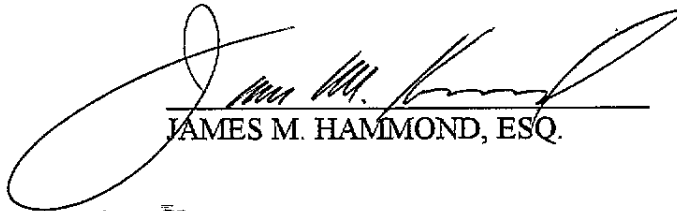
Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is S FIVE GROUP, INC.
2. The name of the registered agent is James M. Hammond, Esq.
3. The address of the registered agent/registered office is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 12, 2001.



JAMES M. HAMMOND, ESQ.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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