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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 SEP -6 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: THE S&M C.A.R.E. INCORPORATED

Enclosed is an original and one (1) copy of the articles of incorporation and a check fo

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
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ADDITIONAL COPY REQUIRED

FROM:

A1A Florida Corporate Services
218 Southern Country Lane
Quincy, FL 32351
1-850-921-4840

400004573014--6
-09/06/01--01030--007
548.75 **78.75

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
2001 SEP -6 PM 1:17
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:
THE S&M C.A.R.E. INCORPORATED

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:
3920 NW 46TH Terrace
Lauderdale Lakes, FL 33319

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:
1500 Shares of Common Stock Par Value \$.10

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es)
Director & President
Manes Pierre
3920 NW 46TH Terrace
Lauderdale Lakes, FL 33319

Vice President & Treasurer
Suze Lindor
3920 NW 46TH Terrace
Lauderdale Lakes, FL 33319

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:
Larry Sisson
218 Southern Country Lane
Quincy, FL 32351

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:
A1A Florida Corporate Services
Larry Sisson
218 Southern Country Lane
Quincy, FL 32351

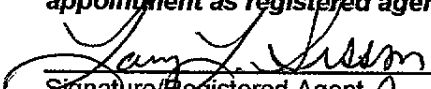
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Articles of Incorporation continued THE S&M C.A.R.E. INCORPORATED

ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that the foregoing clause shall not apply to any liability of a director or officer (I) for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney fees and expenses to any person who is or was an officer or director of the Corporation.


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



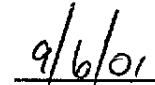
Signature/Registered Agent



Date



Signature/Incorporator



Date

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