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SECRETARY OF STATE
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September 20, 2001

DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: S & A Professionals, Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation along with a check for \$78.75 to cover the filing fees and certified copy for the above referenced corporation.

If there are any problems, do not hesitate to contact me.

Sincerely,



Jill Newman

Enclosure

C. BLALOCK

SEP 26 2001

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**ARTICLES OF INCORPORATION
S & A PROFESSIONALS, INC.**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, as set forth in Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **S & A PROFESSIONALS, INC..**

ARTICLE II

The duration of the corporation shall be perpetual from the date of filing these Articles of Incorporation in the Office of Secretary of State, Division of Corporations, unless dissolved according to the laws of the State of Florida.

ARTICLE III

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE IV

The name and address of the sole incorporator is: Siavash Amanieh, 1793 Trotter Court, Wellington, FL 33421.

ARTICLE V

The principal place of business of this corporation shall be 1793 Trotter Court, Wellington, FL 33421.

ARTICLE VI

The mailing address of the corporation shall be P.O. Box 212523, West Palm Beach, FL 33421.

ARTICLE VII

The corporation shall have two (2) officers, being that of President and Vice-President.

The name and address of these officers are as follows:

Siavash Amanieh, President
1793 Trotter Court
Wellington, FL 33421

Ahmad K. Dastjerdi, Vice President
21164 Escondido Way
Boca Raton, FL 33433

ARTICLE VIII

The number of shares that the corporation shall be authorized to have outstanding is One Hundred (100) with a par value of \$1.00 which have been issued to the following persons in the following manner:

Siavash Amanieh
Shares: 50

Irma Acselrod
Shares: 50


ARTICLE IX

The name and address of this corporation initial registered agent is:

Jill Beth Newman, Esq.
David R. Roy, P.A.
4209 N. Federal Hwy.
Pompano Beach, FL 33064

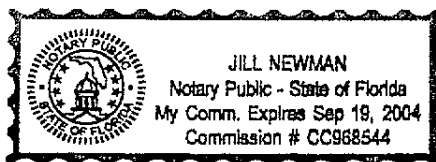
IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated

are true, this 19th day of September, 2001.


Siavash Amanieh

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of September, 2001, by Siavash Amanieh, who is personally known to me or who has produced her driver's licenses as identification.




NOTARY PUBLIC

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is S & A Professionals, Inc.
2. The name and address of the registered agent and office is:

Jill Beth Newman, Esq.
David R. Roy, P.A.
4209 N. Federal Hwy.
Pompano Beach, FL 33064

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Jill Beth Newman
Registered Agent