

PO10000105034
LAW OFFICES
JOSEPH C. SKALSKI, P. A.
14010 ROOSEVELT BLVD., SUITE 708
P. O. Box 17799
CLEARWATER, FL 33762

(727) 536-5001

FAX - (727) 536-4174

900004672189--1
-11/08/01--01035--009
*****78.75 *****78.75

November 6, 2001

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

Re: S & A Management Company, Inc.

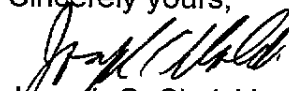
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of S.O.C.-1, Inc. for the above-referenced entity and our check in the amount of \$78.75 to cover the following:

✓	Filing Fee	\$ 35.00
✓	Certified Copy Fee	8.75
✓	Registered Agent Fee	35.00

We would appreciate your filing the Articles, certifying same and returning it to us.

Sincerely yours,


Joseph C. Skalski

Enclosures

FILED
01 NOV -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/11/9

ARTICLES OF INCORPORATION
OF
S & A MANAGEMENT COMPANY, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation shall be: S & A Management Company, Inc.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event

FILED
01 NOV -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

or events, secured or unsecured, from time to time for money borrowed or in payment for property acquired or for any of the other objects of this business and generally transact business concerning the same.

3. To acquire the assets or stock of another corporation by purchase, subscription or otherwise and promote its lawful objectives within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restrictions as to place or amount.

4. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

5. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes of the attainment of the

objectives or the furtherance of such purposes or objectives set forth herein and any amendment hereof.

The foregoing paragraphs shall be construed as enumerating both objectives and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

ARTICLE III

The amount of capital stock authorized for this corporation shall be seven thousand five-hundred (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE VI

The principal place of business of said Corporation in the State of Florida is: 3049 6th Street South – Office, Saint Petersburg, Florida 33705. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have two director initially. A number of directors of this corporation may be increased or decreased from time to time by the by-laws of this corporation, but which number of directors shall never be less than one nor more than three.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors of this corporation, and the respective offices which they will hold in this corporation, who shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and have qualified are:


NAME
JESS ALLEN

ADDRESS
P.O. Box 12589
Saint Petersburg, Florida 33733

OFFICE
President

ROBERT J. SANDERS 3049 6th Street South – Office Secretary/
Saint Petersburg, Florida 33705 Treasurer

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation is:

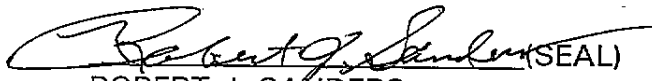
<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. SANDERS	3049 6 th Street South – Office Saint Petersburg, Florida 33705
JESS ALLEN	P.O. Box 12589 Saint Petersburg, Florida 33733

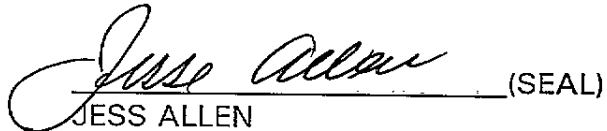
ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any question, or motion or action of the stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The by-laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent in this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the by-laws of this

corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the by-laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned, a natural person competent to contract, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, does now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and do accordingly set my hand and seal this 5 day of Nov, 2001.

 (SEAL)
ROBERT J. SANDERS

 (SEAL)
JESS ALLEN

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 48.091 and 607.0501, Florida Statutes, 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.

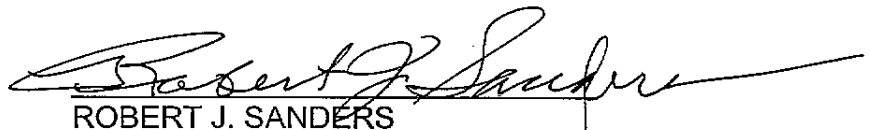
1. The name of the corporation is: **S & A MANAGEMENT COMPANY, INC.**
2. The name and address of the registered agent and office is:

**ROBERT J. SANDERS
3049 6TH St. S.—Office
St. Petersburg, FL 33705**


JESS ALLEN, PRESIDENT

Dated Nov 5, 2001

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 AS PROVIDED FOR IN FLORIDA STATUTES 607.0505.


ROBERT J. SANDERS

Dated Nov 5, 2001

FILED
01 NOV -8 PM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA