PO200004631



ACCOUNT	NO.	:	072100000032

REFERENCE: 674952 124904A

AUTHORIZATION :

COST LIMIT: \$ 70.00

ORDER DATE : January 11, 2002

ORDER TIME : 11:20 AM

ORDER NO. : 674952-005

CUSTOMER NO: 124904A

CUSTOMER: John P. Miller, Cpa

John P. Miller, C.p.a., P.a.

2499 Glades Road, Suite 305a

Boca Raton, FL 33431

DOMESTIC FILING

NAME: S & K ASSOCIATES, INC.

EFFECTIVE DATE:

800004769388--4

XX	ARTICLES	OF	IN	CORPORATI	ON
	CERTIFICA	ATE	OF	LIMITED	PARTNERSHIP
	ARTICLES	OF	ORG	GANIZATIO	ON

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

2544 W02-954



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 11, 2002

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: S & K ASSOCIATES, INC.

Ref. Number: W02000000954

RESUBMIT

Please give original submission date as file date.

We have received your document for S & K ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 802A00001632

ARTICLES OF INCORPORATION

οf

MANCHESTER ASSOCIATES, 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 - CORPORATE NAME

PILED

02 JAN II AM 9: 23

SECRE JARY OF STATE
AND ASSEE, FLORIG

The name of the corporation shall be:

MANCHESTER ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

MANCHESTER ASSOCIATES, INC. 2499 Glades Road, Suite 305A Boca Raton, FL 33431

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares of One Dollar (\$1.00) Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

John P. Miller 2499 Glades Road, Suite 305A Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John P. Miller 2499 Glades Road, Suite 305A Boca Raton, FL 33431

ARTICLE IX -- OFFICERS AND DIRECTORS

The name, address, and title of the initial one corporate officer is as follows:

Steve Knowles, President 2499 Glades Road, Suite 305A Boca Raton, FL 33431 The name, address, and title of the initial one corporate director is as follows:

Steve Knowles, Director 2499 Glades Road, Suite 305A Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation

this tenth day of January 2002.

John P. Miller, Incorporator

CERTIFICATION OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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 MANCHESTER ASSOCIATES, INC.
- 2. The name and address of the registered agent and office is:

John P. Miller

2499 Glades Road, Suite 305A Boca Raton, FL 33431

SIGNATUR

TITLE: Registered Agent

DATE: January 10th, 2002

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 REPRORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE: Jahuary 10th, 2002