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Law offices of
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Altamonte Springs, Florida 32701-4319
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Donald_Karraker@email.msn.com

FILED

02 JAN 14 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Friday, January 11, 2002

State of Florida
Department of State, Div. Of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/15/02--01006--002
*****78.75 *****78.75

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the following: Attached hereto are the following documents:

1. Original and one copy of the Articles of Incorporation;
2. Acceptance of Designation Registered Agent/Registered Office
3. This firm's check number 8925 in the amount of \$78.75.

Please file the original in your offices and certify and return to us one certified copy.

Thank you for your assistance.

Very truly yours,

Ronald E. Karraker
Donald E. Karraker (C.A.R.)

Encls.

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CB

ARTICLES OF INCORPORATION
OF
S3W ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the Corporation shall be: S3W ENTERPRISES, INC.

ARTICLE 2 – ADDRESS

The address of the principal office of the Corporation is 13339 Briar Forest Ct, Orlando, FL 32825, and the mailing address of the Corporation is 13339 Briar Forest Ct, Orlando, FL 32825

ARTICLE 3 - AUTHORIZED SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 10,000 common shares.

ARTICLE 4 - PAR VALUE

Such shares of the Corporation shall have a par value of \$1.00 per share.

ARTICLE 5 – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 13339 Briar Forest Ct, Orlando, FL 32825, and the name of its initial Registered Agent at that address is Rodrigo Sierra, Jr.

ARTICLE 7 - INCORPORATOR

The name and address of the Incorporator is as follows: Rodrigo Sierra, Jr., 13339 Briar Forest Ct, Orlando, FL 32825.

ARTICLE 8 - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Directors of the Corporation are as follows: (1) Byron Sierra, 13339 Briar Forest Ct, Orlando, FL 32825; (2) Rodrigo Sierra, Sr., 14746 Yorkshire Run Dr, Orlando, FL 32828; and (3) Donald A. Wyatt, 8070 Laurel Ridge Dr, Mt Dora, FL 32757.

ARTICLE 9 – INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE 10 - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 11 - SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Rodrigo Sierra, Jr. 13339 Briar Forest Ct Orlando, FL 32825	2,500
Byron Sierra 13339 Briar Forest Ct Orlando, FL 32825	2,500
Rodrigo Sierra 14746 Yorkshire Run Dr Orlando, FL 32828	2,500
Donald A. Wyatt 8070 Laurel Ridge Dr Mt Dora, FL 32757	2,500

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE 12 - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE 13 – BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 14 - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of

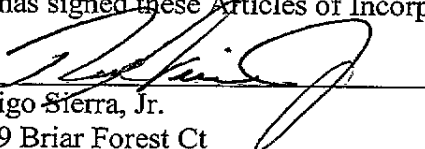
Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE 15 – PURPOSES

The purposes for which the Corporation is organized are the following:

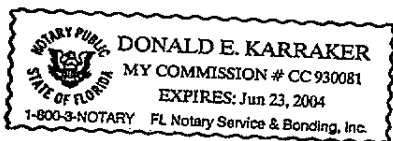
- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.


IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of January, 2002.


Rodrigo Sierra, Jr.
13339 Briar Forest Ct
Orlando, FL 32825
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 5th day of January, 2002, by Rodrigo Sierra, Jr.



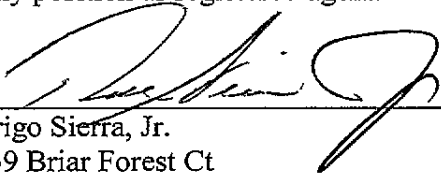
NOTARY PUBLIC:

(Signature of Notary Public)
Donald E. Karraker
STATE OF FLORIDA AT LARGE
Commission number: CC930081
My commission expires: June 23, 2004
(SEAL)

Personally Known () and/or Produced Identification ().
Type of Identification Produced: FL Drivers License # S600-720-70-005-0.

FILED
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SECRET
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE


I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Rodrigo Sierra, Jr.
13339 Briar Forest Ct
Orlando, FL 32825
Date: January 5, 2002

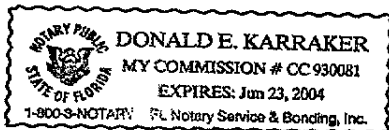
STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 5th day of January, 2002, by Rodrigo Sierra, Jr.

NOTARY PUBLIC:


(Signature of Notary Public)

Donald E. Karraker
STATE OF FLORIDA AT LARGE
Commission number: CC930081
My commission expires: June 23, 2004
(SEAL)



Personally Known () and/or Produced Identification ().
Type of Identification Produced: FL Drivers License # S600-720-70-005-0.