

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ES Marketing Group
Services Inc

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FILED
FEB -7 PM 3:10
TALLAHASSEE, FLORIDA

Signature

Requested by

Name

Date

Time

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

J. BRYAN FEB 7 2002

Courier

**Articles Of Incorporation
Of
S & S MARKETING GROUP SERVICES, INC.**

FILED
02 FEB -7 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
CORPORATE NAME AND ADDRESS**

The name and address of this Corporation shall be: S & S Marketing Group Services, Inc., 10343 S.W. 22nd Street, Miami, Florida 33165

**ARTICLE TWO
NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE THREE
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is: The date of filing of these Articles of Incorporation.

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than \$1,000.00, or such greater amount as may be required by law.

**ARTICLE FIVE
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

**ARTICLE SIX
AMENDMENT**

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. **DESIGNATION:** The stock of this Corporation shall be known as Common Stock.
- B. **AUTHORIZED:** The maximum number of shares of Common Stock that this corporation may issue is: ONE THOUSAND (1,000) shares.
- C. **PAR VALUE:** Each share of Common Stock shall have a par value of: \$1.00.
- D. **CONSIDERATION:** Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **NON-ASSESSABILITY:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. **VOTING RIGHTS:** Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms.
- G. **CUMULATIVE VOTING:** No holder of Common Stock shall be entitled to any right of cumulative voting.
- I. **DIVIDENDS:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.
- J. **LIQUIDATION RIGHTS:** Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of directors out of the assets legally available for such purpose.

ARTICLE EIGHT INDEMNIFICATION

8.1 **INDEMNITY.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent

permitted by law.

8.2 **INSURANCE.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE NINE INITIAL DIRECTORS

Sunsy Garcia
10343 S.W. 22nd Street
Miami, Florida 33165

Sunsy Guerra
10343 S.W. 22nd Street
Miami, Florida 33165

ARTICLE TEN INITIAL OFFICERS

Sunsy Garcia, President & Secretary

Sunsy Guerra, Vice-President & Treasurer

ARTICLE ELEVEN GRANT OF PREEMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or proportional part of any unissued or treasury shares of the corporation, or securities of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE TWELVE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

INITIAL REGISTERED AGENT:
INITIAL REGISTERED OFFICE:

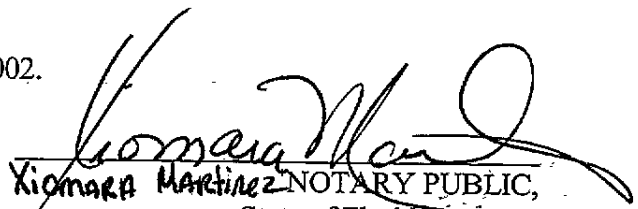
Sunsy Garcia
10343 S.W. 22nd Street
Miami, Florida 33165

STATE OF FLORIDA)
): SS
COUNTY OF DADE)

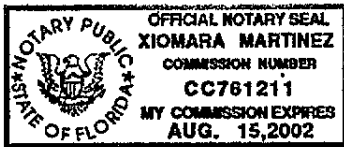
BEFORE ME, the undersigned authority personally appeared Sunsy Guerra to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED this 6th day of Feb., 2002.


Xiomara Martinez NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



I HEREBY AGREE to act as Registered Agent for S & S Marketing Group Services, Inc. and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

Dated this 6th day of Feb., 2002.

By: Sunsy Garcia
Sunsy Garcia, Registered Agent

SUBSCRIBERS

The undersigned individuals, competent to contract, hereby execute these Articles of Incorporation as subscribers thereof.

IN WITNESS WHEREOF, the undersigned Subscribers make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED this 6th day of Feb., 2002.

Sunsy Garcia
Sunsy Garcia
Subscriber/Incorporator
Sunsy Guerra
Sunsy Guerra
Subscriber/Incorporator

STATE OF FLORIDA)
): SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Sunsy Garcia, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED this 6th day of Feb., 2002.

My Commission Expires: 02 FEB - 10 PM 3:10

Xiomara Martinez
Xiomara Martinez NOTARY PUBLIC,
Florida at Large
OFFICIAL NOTARY SEAL
XIOMARA MARTINEZ
COMMISSION NUMBER
CC761211
MY COMMISSION EXPIRES
AUG. 15, 2002