

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904)398-3911
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FLORIDA PROFIT CORPORATION OR P.A.

S & W Group, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03 (4)
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
S & W GROUP, INC.**

ARTICLE I

NAME

The name of this corporation is S & W Group, Inc.

ARTICLE II

PURPOSE

The general nature of the business or businesses to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of the par value of One Cent (\$0.01) each.

ARTICLE IV

PERPETUAL EXISTENCE

This corporation is to have perpetual existence.

ARTICLE V

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of this corporation will be at 11300 47th Street North, Clearwater, Florida 33762 or such other address as the Board of Directors may from time-to-time designate.

ARTICLE VI

DIRECTORS

The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

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ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. Allen Hieb, Jr.	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207

ARTICLE VIII
REGISTERED AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is

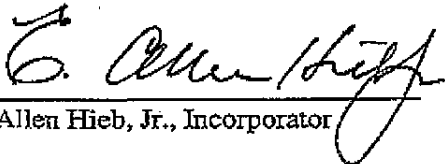
<u>NAME</u>	<u>ADDRESS</u>
E. Allen Hieb, Jr.	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 28th day of February, 2002.


E. Allen Hieb, Jr., Incorporator

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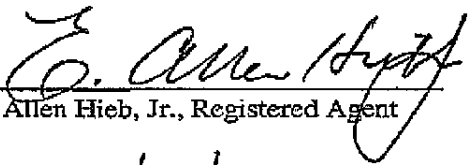
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below named 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 & W Group, Inc.
2. The name and address of the registered agent and office are E. Allen Hieb, Jr., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

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.


E. Allen Hieb, Jr., Registered Agent

Date: 2/28/02

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