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p. 1

Division of Corporations

Page 1 of 2

P02000036931

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

S & P ENTERPRISE CORPORATION

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p.2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2002

EXPRESS CORPORATE FILING SERVICE -

SUBJECT: S & P ENTERPRISE CORPORATION
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION OF

S & P ENTERPRISE GROUP INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be **S & P ENTERPRISE GROUP INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be **5390 NW 72 Avenue, Miami, Florida 33142.**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1000)** shares of common stock, each share having the par value of **ONE DOLLAR(\$1.00).**

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is **Elizabeth Sanchez, 5390 NW 72 Miami, Florida 33166.**

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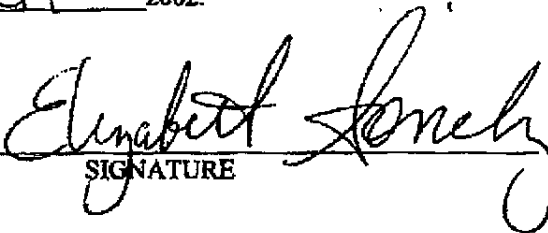
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is **ELIZABETH SANCHEZ, 5390 NW 72 AVENUE, Miami, Florida 33166.**

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the directors to the Articles of Incorporation is **ELIZABETH SANCHEZ, 5390 NW 72 AVENUE, Miami, Florida 33166.**

The undersigned incorporator has executed these Articles of Incorporation this
1st day of April 2002.


SIGNATURE

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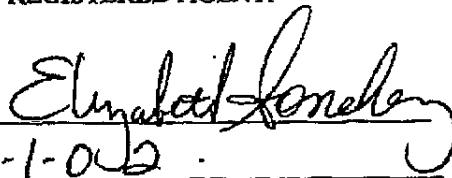
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 627.0501, 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 & P ENTERPRISE GROUP INC.**
2. The name and address of the registered agent is : **ELIZABETH SANCHEZ, 5390 NW 72 AVENUE, MIAMI, FLORIDA 33166**

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.

SIGNATURE



DATE

4-1-02

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FULL
SECRETARY OF STATE
DIVISION OF CORPORATIONS