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LAW OFFICES OF
REBECCA INGRAM-LEONARD

TEL.: (305) 637-1777
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BANK OF AMERICA BUILDING
1313 N.W. 36TH STREET, SUITE 501
MIAMI, FLORIDA 33142

March 20, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100005153501--0
-03/25/02--01052--006
*****87.50 *****87.50

Re: S & S Enterprise, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above referenced corporation and our check number 3923 in the amount of Eight Seven Dollars and Fifty Cents (\$87.50). The same represents payment for the filing fee.

Upon completion of processing, please forward to our office.

Sincerely,

Rebecca Ingram-Leonard

Rebecca Ingram-Leonard, Esq.

RIL:rh

encls.: Check
Articles of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 30 AM 9:44

4-30-02
WE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 1, 2002

REBECCA INGRAM-LEONARD
1313 NW 36TH ST., SUITE 501
MIAMI, FL 33142

SUBJECT: S & S ENTERPRISE, INC.
Ref. Number: W02000008947

We have received your document for S & S ENTERPRISE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 802A00018993

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 30 AM 9:45

**ARTICLES OF INCORPORATION
OF**

S & S ENTERPRISE VENTURES, INC.

The undersigned subscriber to these Articles, a natural person competent to contract, hereby forms a professional association under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is **S & S ENTERPRISE VENTURES, INC.**

ARTICLE II - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The principal place of business and mailing address of this corporation shall be : 285 NW 199th Street, Miami, Florida 33169.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
- (3) To have perpetual succession by its corporate name;
- (4) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (5) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (6) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (7) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (8) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;
- (9) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or

- foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (10) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
 - (11) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
 - (12) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
 - (13) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
 - (14) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;
 - (15) To make donations for the public welfare or for charitable, scientific, or educational purposes;
 - (16) To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;
 - (17) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
 - (18) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
 - (19) To have and exercise all powers necessary or convenient to effect its purposes;
 - (20) To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014

ARTICLE V - INITIAL BOARD OF DIRECTORS

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to the articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI - INCORPORATOR

The name and address of the initial Registered Agent of this corporation shall be: Sherron Parrish, 285 NW 199th Street, Miami, Florida 33169.

ARTICLE VII

This corporation shall have two initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The

names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Sherron Parrish	285 NW 199 th Street, Suite 210 Miami, Florida 33169
Samuel Popoola	285 NW 199 th Street, Suite 210 Miami, Florida 33169

ARTICLE -VIII

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

<u>Name</u>	<u>Address</u>
Sherron Parrish	285 NW 199 th Street, Suite 210 Miami, Florida 33169
Samuel Popoola	285 NW 199 th Street, Suite 210 Miami, Florida 33169

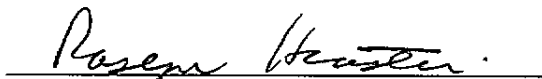
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of March, 2002.


SHERRON PARRISH

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **SHERRON PARRISH**, known to me and known to be the person on who executed the foregoing Articles, and who acknowledged before me that she executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of March, 2002.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
My Commission Expires:

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

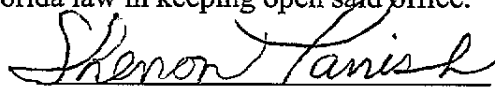
S & S ENTERPRISE VENTURES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the foregoing Articles at, 285 NW 199th Street, Suite 210, Miami, Florida 33169, has named Sherron Parrish, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated professional association at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



SHERRON PARRISH

Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 30 AM 9:45