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# FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

December 11, 2002

LAZARUS CORPORATE FILING SERVICE

SUBJECT: SC & P HOLDINGS, INC.

Ref. Number: W02000034731

We have received your document for SC & P HOLDINGS, INC. and your check(s) totaling \$78.75. 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) 245-6878.

Alan Crum Document Specialist New Filing Section

Letter Number: 902A00065566

ARTICLES OF INCORPORATION

OF

SC & P HOLDINGS GROUP, INC.

OV DEC 13 PM 3: 17

The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida, providing for the formation, liability, rights privileges and immunities of a corporation for profit.

#### ARTICLE I NAME

The name of this corporation is:

SC & P HOLDINGS GROUP, INC.

# ARTICLE II NATURE OF BUSINESS

The general nature of the business, the objects and purpose to be transacted and carried on are to do any and all of the things herein mentioned, as fully and as to the same extent as natural persons might or could do, viz:

- 1.- To engage in any and all lawful authorized business within the State of Florida.
- 2.- And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
- 3.- And, further, to borrow or to raise money for any purpose, of the company, and to secure the same interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw, accept and negotiate bonds or mortgage bills of exchange, promissory notes and other obligations or negotiable instruments.

## ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is (200) TWO HUNDRED SHARES of common stock at no par value.

## ARTICLE IV AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE THOUSAND DOLLARS (\$1,000.00).

# ARTICLE V TERM OF EXISTENCE

This corporation will have perpetual existence.

#### ARTICLE VI ADDRESS

The initial first office address of the principal office of this corporation in the State of Florida is:

#### 8855 COLLINS AVE # 3E SURFSIDE, FL 33154

The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and established branches and subsidiaries in any place within and without the United States.

## ARTICLE VII DIRECTORS

The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than ONE.

#### **ARTICLE VIII**

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

#### RICHARD PALMA 8855 COLLINS AVE # 3E SURFSIDE, FL 33154

**PRESIDENT** 

# ARTICLE IX AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting of the stock entitled vote thereon.

#### **ARTICLE X**

Registered agent shall be: RICHARD PALMA and his principal registered office at: 8855 COLLINS AVE, # 3E SURFISIDE, FL 33154

ACKNOWLEDGEMENT

Having been named to accept service of process for SC & P HOLDINGS GROUP, INC at the place designated in this article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office,

Registered agent

We. the undersigned, do hereby make, subscribe, acknowledge and file this certificate. hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hand signature and seal this.

Incorporator