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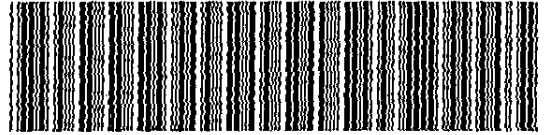
(Business Entity Name)

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03 JUN 24 PM 2:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

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6/24

LEN HADLEY
3501 West Vine Street (Ste 520)
Kissimmee, FL 34741

daytime tel: 407-847-9003

May 28, 2003

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

Re: S&L INTERNATIONAL BROKERS, LLC

Please find enclosed signed original and one copy of the Articles of Incorporation of subject corporation, together with my check in the sum of \$70.00, being Filing Fee (\$35.00) and Designation of Registered Agent Fee (\$35.00) for the said company.

Trusting that you find everything in order, may I say thanks in advance for your early attention.

Sincerely,

Len Hadley



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 6, 2003

LEE HADLEY
3501 WEST VINE STREET STE 520
KISSIMMEE, FL 34741

SUBJECT: S & L INTERNATIONAL BROKERS, LLC
Ref. Number: W03000016258

We have received your document for S & L INTERNATIONAL BROKERS, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 003A00035577

ARTICLES OF INCORPORATION

of

S&L INTERNATIONAL MARKETING CO.

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03 JUN 24 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Agent(s) being natural person(s) competent to enter into contracts, do hereby form a Corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.

I. NAME AND EFFECTIVE DATE

The name of the Corporation shall be: **S&L INTERNATIONAL MARKETING CO.** The Corporation shall come into being upon official filing and approval of these Articles.

II. NATURE, PURPOSE, OBJECTS AND POWERS OF CORPORATION

1. The nature of the business and the purpose, objects and powers of the Corporation are as follows:
 - a) To engage in the business of import/export, and generally to develop, turn into account and trade and deal in goods and services of all kinds.
 - b) To engage in any lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of, any such business permitted under the laws of the United States of America and/or the State of Florida.
 - c) To do any and all of these things as fully and completely as natural persons in any part of the world.
2. The purpose, objects and powers specified herein shall be construed as separate and independent purposes, objects and powers, and in no wise shall be limited or restricted by reference to, or inference from, the name of the business, or the information in any other paragraph(s), except where otherwise expressed in such paragraph(s).

III. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation shall be: **3501 West Vine Street (Ste 520), Kissimmee, FL 34741**, or as otherwise designated from time to time by the Board of Directors.

IV. INITIAL REGISTERED AGENT

The name and Florida street address of the initial Registered Agent are: **Len Hadley, of 3501 West Vine Street (Ste 520), Kissimmee, FL 34741.**

V. CAPITALIZATION

The Corporation shall be a Small Business Corporation as defined under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following Plan:

1. The Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value, each, which shall be designated "Common Stock" or "Common Shares".
2. The period during which this offering will be open in the first instance shall be two (2) years from the date of incorporation.
3. No shares offered or issued under this Plan shall be issued in exchange for stocks or securities, or for services not delivered or rendered as at the date of issue.

VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall comprise of TWO (2) members. The number of directors may be increased or decreased from time to time by the By-laws of the Corporation, but shall never be less than one (1). The names and address of the initial directors are:

Sam Shafei 3290 Pinto Dr., Kissimmee, FL 34746
Len Hadley 3501 W. Vine Street (Ste 520), Kissimmee, FL 34741

VII. POWERS OF DIRECTORS AND STOCKHOLDERS

The Directors and Stockholders of the Corporation shall have the following powers:

1. The Directors shall have power to make, adopt, alter, amend or repeal the By-laws of the Corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed mortgages and liens without limit as to amount, upon the property and franchise of the Corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the Directors shall have authority to dispose, in any manner, of the whole property of the Corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the Corporation, or any of them shall be open to inspection by Stockholders, and no stockholder shall have the right to inspect any book, document, paper or account of the Corporation, except as otherwise provided by law, or the By-laws, or by resolution of the Stockholders.
4. The Stockholders and the Directors shall have the power to hold meetings and keep books, documents, papers and records of the Corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the Stockholders or the Directors, except as otherwise required by the laws of the State of Florida.

VIII. DIRECTORS' COMPENSATION AND QUALIFICATION

The Shareholders shall have exclusive authority to fix the compensation of the Directors and set their qualification, if any.

XI. INDEMNIFICATION

The Corporation shall indemnify each director or officer, or former directors or officers of the Corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the Corporation or the Stockholders for monetary damages for breach of fiduciary duties, unless the breach involves any or all of the following:

1. A director's duty of loyalty to the Corporation or its Stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law.
3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the Corporation.
4. Any transaction for which the director derived unlawful personal benefit.

X. MEETINGS

Notwithstanding anything else written in these Articles, the Directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference, telephone, telecommunication devices, or other means permitted by law.

XI. INCORPORATOR(S)

The name and address of the person signing these Articles of Incorporation are: **Len Hadley of 3501 West Vine Street (Ste 520), Kissimmee, FL 34741.**

XII. AMENDMENT(S)

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment(s) to them, and any right(s) conferred upon the Shareholders is subject to this reservation.

In witness whereof,

I, LEN HADLEY do hereby execute these Articles of Incorporation on behalf of S&L INTERNATIONAL MARKETING CO., this 16th day of June, 2003.


LEN HADLEY

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR THE SERVICE OF PROCESS**

03 JUN 24 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On behalf of

S&L INTERNATIONAL MARKETING CO.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED COORATION, 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&L INTERNATIONAL MARKETING CO.**
2. The name and address of the Registered Agent and office are as follows:

NAME OF AGENT: LEN HADLEY

OFFICE ADDRESS: 3501 West Vine Street (Ste 520)
Kissimmee, FL 34741

Having being named as registered agent, and to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept 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:


LEN HADLEY
Registered Agent


Date