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FLORIDA PROFIT CORPORATION OR P.A.

s & w holdings, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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TALLAHASSEE FLORIDA

November 26, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: S & W HOLDINGS, INC.
REF: W03000035610

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 existing entity.

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

The document number of the name conflict is L03000001025.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

FAX Aud. #: H03000324838
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ISLAND PREMIER HOLDINGS, INC.

ARTICLE 1
NAME OF CORPORATION

ISLAND PREMIER HOLDINGS, INC.

Prepared By: Disney D. Thompson, Esquire, Florida Bar No.847534, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

**ARTICLE V
ADDRESS OF PRINCIPLE OFFICE IN THIS STATE**

The initial street address of the principle office of this Corporation in the State of Florida is: 169 EAST FLAGLER STREET, SUITE 1527 MIAMI FLORIDA 33133

**ARTICLE VI
NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director

**ARTICLE VII
FIRST BOARD OF DIRECTORS**

The name and street address of the initial members of the Board of Directors are:

JOEL T. WILLIAMS
169 EAST FLAGLER STREET
SUITE 1527
MIAMI FLORIDA 33131

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 169 East Flagler Street, Suite 1428, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at this address is : DOMINIQUE M. LEROY

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
DOMINIQUE M. LEROY, 169 East Flagler Street, Suite 1428, Miami Florida 33131


DOMINIQUE M. LEROY

Prepared By: Disney D. Thompson, Esquire, Florida Bar No.847534, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

TOTAL P.05

403000324838

FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 49.091 and Section 607.034(3) Florida Statutes, the following is submitted:

ISLAND PREMIER HOLDINGS, INC., a corporation under the laws of the State of Florida, with its principle place of business: 19451 SHERIDAN STREET, SUITE 225 PEMBROKE PINES FL. 33332, has named DOMINIQUE M. LEROY, located at 169 East Flagler Street, Suite 1428 Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for the Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office


Registered Agent-Dominique M. Leroy

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TALLAHASSEE FLORIDA

Prepared By: Disney D. Thompson, Esquire, Florida Bar No. 847534, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

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