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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

S & M Capital Inc.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 9, 2004

CORPORATE CREATIONS

SUBJECT: S & M MANAGEMENT INC.
REF: W04000009426

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Becky McKnight
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
S & M Capital Inc.

Article II. Address

The Corporation's mailing address is:
S & M Capital Inc.
388 SW 188th Terrace
Pembroke Pines FL 33029

EFFECTIVE DATE
03-04-04

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
William A. Salgado
12000 Biscayne Boulevard
Suite 104
North Miami FL 33181

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
William A. Salgado

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

William A. Salgado, Esq. | FL Bar Member 0147796
Funny Bagel Food Company, Inc.
12000 Biscayne Boulevard
Suite 104
North Miami FL 33181
305-895-9791

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

William A. Salgado, Esq.
12000 Biscayne Boulevard
Suite 104
North Miami FL 33181

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 4, 2004.

The undersigned incorporator executed these Articles of Incorporation on March 9, 2004.



WILLIAM A. SALGADO, ESQ.
by D. Stoutt as attorney-in-fact

William A. Salgado, Esq. | FL Bar Member 0147796
Funny Bagel Food Company, Inc.
12000 Biscayne Boulevard
Suite 104
North Miami FL 33181
305-895-9791

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

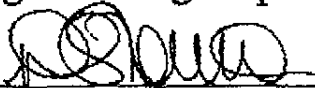
CORPORATION:

S & M Capital Inc.

REGISTERED AGENT/OFFICE:

**William A. Salgado
12000 Biscayne Boulevard
Suite 104
North Miami FL 33181**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WILLIAM A. SALGADO
by D. Stoutt as attorney-in-fact

Date: March 9, 2004

**William A. Salgado, Esq. | FL Bar Member 0147796
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12000 Biscayne Boulevard
Suite 104
North Miami FL 33181
305-895-9791**

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