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PICK-UP     WAIT     MAIL

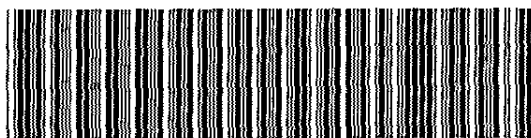
(Business Entity Name)

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STATE  
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TALLAHASSEE  
FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 648986 7117422

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 78.75

ORDER DATE : May 14, 2004

ORDER TIME : 12:31 PM

ORDER NO. : 648986-005

CUSTOMER NO: 7117422

CUSTOMER: Ms. Virginia E. Hosea  
Katz & Green

1 Florida Park Drive South

Palm Coast, FL 32137

DOMESTIC FILING

NAME: S & P MANAGEMENT GROUP, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION**

of

S & P MANAGEMENT GROUP, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

S & P MANAGEMENT GROUP, INC.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:1,000 shares of common stock at no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE V. ADDRESS**

The street address of the initial principal office of this corporation is Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is Atrium Suite, 1 Florida Park Drive South, Palm Coast, FL 32137.

### **ARTICLE VI. DIRECTORS**

The corporation shall have two directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

### **ARTICLE VII. INCORPORATORS**

The name and address of each incorporator executing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
B. PAUL KATZ	Atrium Suite B. Paul Katz Professional Building 1 Florida Park Dr., South Palm Coast, Florida 32137

### **ARTICLE VIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE IX. REGISTERED AGENT AND OFFICE**

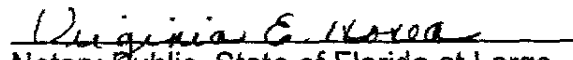
The registered agent and office for this corporation shall be B. PAUL KATZ, Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

  
\_\_\_\_\_  
B. PAUL KATZ, Incorporator

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ to me personally known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 12th day of May, 2004.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My commission expires:



Virginia E. Hosea  
MY COMMISSION # DDC08093 EXPIRES  
June 8, 2005  
BONDED THROUGH TROY FAIN INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED FOR**

S & P MANAGEMENT GROUP, INC.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO ORGANIZE  
OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT ATRIUM SUITE,  
1 FLORIDA PARK DRIVE SOUTH, PALM COAST, FLORIDA, 32137, HAS NAMED B.  
PAUL KATZ, LOCATED AT B. PAUL KATZ PROFESSIONAL BUILDING, ATRIUM SUITE,  
1 FLORIDA PARK DRIVE SOUTH, PALM COAST, FLORIDA, 32137, AS ITS  
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

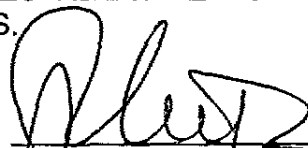


Incorporator

DATE: 5/12/04

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.



REGISTERED AGENT

DATE: 5/12/04