

Nov. 5. 2004 2:47PM
DIVISION OF CORPORATIONS

No. 5998 P. 1 of 1

POC1000152096

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FLORIDA PROFIT CORPORATION OR P.A.

SB Corporate Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
SB CORPORATE HOLDINGS, INC.**

Article I - Name

The name of this corporation (the "Company") is SB Corporate Holdings, Inc.

Article II - Principal Address

The principal address of the Company is:

6400 Congress Avenue, Suite 2700

Boca Raton, FL 33487

Article III - Commencement

The Company shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article V - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 1,000 shares of common stock, \$.01 par value per share.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Gregory Marks, 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.

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Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between one and nine directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is:

Gregory Marks
1555 Palm Beach Lakes Boulevard, Suite 310
West Palm Beach, Florida 33401

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XII - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 5 day of November, 2004.

Gregory Marks
Gregory Marks, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Gregory Marks, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5th day of November, 2004.

Cynthia D. Vasilion
Notary Public

My commission expires:



Cynthia D. Vasilion
Commission #DD270093
Expires: Nov 25, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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

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

THAT SB CORPORATE HOLDINGS, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED
GREGORY MARKS LOCATED AT 1555 PALM BEACH LAKES BOULEVARD, SUITE 310,
WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: Gregory Marks
Gregory Marks

TITLE: Incorporator

DATE: November 5, 2004

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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.

SIGNATURE: Gregory Marks
Gregory Marks, Registered Agent

DATE: November 5, 2004

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