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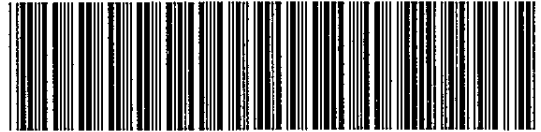
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TALLAHASSEE, FLORIDA

RANDALL C. CONCELLO

Attorney at Law

P. O. Box 243

Sarasota, Florida 34230

Tele: 941-955-1591

Fax: 941-351-2259

E-Mail: srqlaw@comcast.net

Office Visits By Appointment Only

February 9, 2005

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

Re: S & S HOLDING, INC.

Gentlemen:

Enclosed herewith please find the original Articles of Incorporation and Certificate of Registered Agent and our check in the amount of \$78.75 to file same.

Thank you.

Very truly yours,



RANDALL C. CONCELLO, ESQ.

RCC/cr
Encls.

**SIGNED IN MY ABSENCE
TO AVOID DELAY IN SENDING**

RANDALL C. CONCELLO

Attorney at Law

P. O. Box 243

Sarasota, Florida 34230

Tele: 941-955-1591

Fax: 941-351-2259

E-Mail: srqlaw@comcast.net

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March 1, 2005

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

ATTENTION: LORIA POOLE

Re: S & SH HOLDING, INC.
Ref. Number: W050000094438
Letter Number 405A00012792

Dear Ms. Poole:

Pursuant to your letter dated February 23, 2005 a copy of which is enclosed herewith to refresh your memory please find enclosed for filing the Articles of Incorporation for S & SH Holding, Inc.

If you have any questions please feel free to give me a call.

Very truly yours,

A handwritten signature in black ink, appearing to be 'RCC', with a long horizontal line extending to the right.

RANDALL C. CONCELLO, ESQ.

RCC/cr
Encls.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 23, 2005

RANDALL C. CONCELLO, ATTORNET AT LAW
P.O. BOX 243
SARASOTA, FL 34230

SUBJECT: S & S HOLDING, INC.
Ref. Number: W05000009438

We have received your document for S & S HOLDING, INC.. However, the document has not been filed and is being returned for the following:

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

The document number of the name conflict is L03000043961 (S & S HOLDINGS, LLC).

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 405A00012792

CONF

FILED
05 MAR -4 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of this corporation shall be:

S & SH HOLDING, INC.

2. The general nature of this business to be transacted shall be to engage in rentals and sales of real and personal property and such other activities as is approved by the Board of Directors.

The foregoing paragraph shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

3. The capital stock of this corporation shall consist of 100 shares of common stock at \$5.00 each. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property and labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

4. The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

5. This corporation is to have perpetual existence.

6. The principal office of the corporation shall be:

2342 Oakford Road, Sarasota, Florida 34240

7. The number of its directors shall be two (2) but the By-laws may provide for such increase or decrease in number thereof as authorized by law.

8. The names and addresses of the members of the first Board of Directors are:

ROBERT E. SHERRIFF
2342 Oakford Road
Sarasota, Florida 34240

President

JUDY SCHWANZ
7134 Westmoreland
Sarasota, Florida 34243

Vice President

PHILIP D. SCHWANZ
7134 Westmoreland
Sarasota, Florida 34243

Secretary/Treasurer

9. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

Robert E. Sherriff as Trustee of the Robert E.
Sherriff Trust
2342 Oakford Road
Sarasota, Florida 34240

50 Shares

Philip D. & Judy Schwanz, Husband and Wife
7134 Westmoreland
Sarasota, Florida 34243

50 Shares

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

10. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of these Articles of Incorporation.

(a) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

(b) The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

(c) The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article 9 hereof to any other persons, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original

incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

(d) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota County, Florida for the uses and purposes aforesaid this 5 day of February, 2005.


ROBERT E. SHERRIFF (SEAL)


JUDY SCHWANZ (SEAL)


PHILIP D. SCHWANZ (SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared **ROBERT E. SHERRIFF and PHILIP D. SCHWANZ and JUDY SCHWANZ, Husband and Wife**, who is/are known by me to be the person(s) described in or who furnished _____ As identification, and who executed the foregoing instrument and who acknowledged before me that he/she/they executed the same. If the blank remains in this acknowledgment then the Affiant(s) was/were personally known to the Notary Public.

WITNESS my hand and official seal in the County and State last aforesaid this 5TH day of FEBRUARY, 2005.



Notary Public



Randall Cope Concello
MY COMMISSION # DD227519 EXPIRES
September 26, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

S & SH HOLDING, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 2342 Oakford Road, Sarasota, Florida 34240, has named **RANDALL C. CONCELLO, ESQ.**, whose principal office is located at 2033 Main Street, Suite 502, Sarasota, Florida 34237, as its agent to accept service of process within this state.

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



RANDALL C. CONCELLO, ESQ.
P. O. Box 243
Sarasota, Florida 34230
Tele: 941-955-1591
Fax: 941-351-2259
Resident Agent

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SECRETARY OF STATE
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