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95 FEB 20 AM 11:43

FEB 17, 1995

SECRETARY OF STATE
TALLAHASSEE, FL 32314


SARA E. HEADLEY
151 WESTWOOD DR.
DAYTONA BEACH, FL. 32119

STATE OF FLORIDA
DIV. OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

200001411462
-02/21/95--01074--007
***127.50 ***127.50

PLEASE FIND OUR ENCLOSED CHECK IN THE AMOUNT OF \$127.50 AND OUR
ARTICLES OF INCORPORATION FOR S & G INTERNATIONAL, INC.

THANK YOU.


SARA E. HEADELY
151 WESTWOOD DR.
DAYTONA BEACH, FL. 32119

(904) 322-8947

*Per Sara:
Add principal address.*

*MH
2-22-95*

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
S & G INTERNATIONAL, INC.**

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95 FEB 20 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

FIRST: *The name of the Corporation is S & G International, Inc.*

SECOND: *The duration of the Corporation shall be perpetual.*

THIRD: *The purpose for which the Corporation is organized is to engage in any activity within the purpose for which Corporations may be organized under the Florida General Corporation Act.*

FOURTH: *The aggregate number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Class "A" voting stock with a par value of One Dollar (\$1.00) per share. Such stock of the Corporation shall be issued as fully paid and non-assessable capital stock of the Corporation and shall have full voting rights and shall not be subject to any restrictions, qualifications or limitations.*

FIFTH: *In the event of an increase in the outstanding shares of Class "A" voting common stock such additional share shall first be offered to shareholders in proportion to their present holdings of such stock.*

SIXTH: *The street address of the initial Registered Office of the Corporation is 151 Westwood Dr., Daytona Beach, FL 32119 and the registered name of it's Registered Agent at such address is Gary R. Headley, Sr.*

This is also the principal address temporarily.


SEVENTH: *The number of Directors constituting the initial Board of Directors of the Corporation is one and the name and address of the person who is to serve as Directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:*

*Gary R. Headley Sr.
151 Westwood Dr.
Daytona Beach, Fl. 32119*

EIGHTH: *The name and address of the incorporator is:*

*Sara E. Headley
151 Westwood Dr.
Daytona Beach, Fl. 32119*

*IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation on this 17th day of February, 1995.*

_____

*Gary R. Headley Sr., having been designated to act as Registered Agent hereby agrees
to act in this capacity.*

_____