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801 Douglas Avenue
Suite 200
Altamonte Springs, FL 32714

PRIORITY MAIL

July 21, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Corporations Division

Subject: S & H Consultants, Inc.

Gentlemen:

Enclosed herewith please find the following:

1. Articles of Incorporation for S & H Consultants, Inc.
2. Check no. 9507 in the amount of \$122.50 representing the \$70.00 filing fee and the \$52.50 certified copy fee.

Once these articles are filed, please return the certified copy to:

Mr. Harry Hagle
c/o 801 Douglas Avenue
Suite 200
Altamonte Springs, FL 32714

Sincerely,

Jane Berger

Jane Berger
Administrative Assistant

bjb

Enclosures

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***122.50 ***122.50

FILED
95 JUL 21, PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 26 1995 BSB

**ARTICLES OF INCORPORATION
OF**

S & H CONSULTANTS, INC.

FILED
95 JUL 24 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name and mailing address of this corporation is S & H CONSULTANTS, INC.,
128 Primrose Drive, Longwood, Florida 32779.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the
United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value
common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and principal address of this
corporation is Harry Hagle, 128 Primrose Drive, Longwood, Florida 32779.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be
increased or diminished from time to time by the Bylaws but shall never be less than one (1).
The names and addresses of the initial Directors of this Corporation are:

NAME

ADDRESS

Harry Hagle

128 Primrose Drive
Longwood, Florida 32779

Simona Hagle

128 Primrose Drive
Longwood, Florida 32779

ARTICLE VII - BYLAWS

The Bylaws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

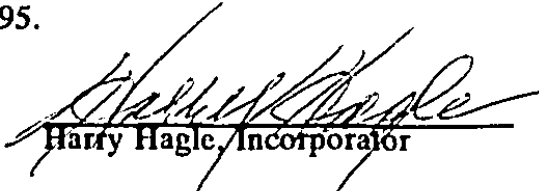
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Harry Hagle, 128 Primrose Drive, Longwood, Florida 32779.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day of July, 1995.


Harry Hagle, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 18 DAY OF JULY, 1995.

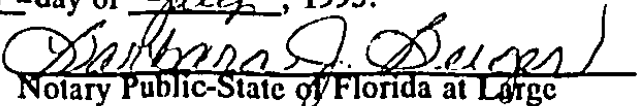

Harry Hagle, Registered Agent

STATE OF FLORIDA

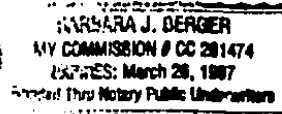
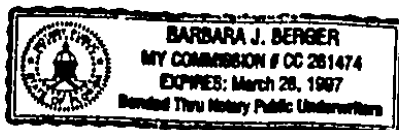
COUNTY OF SEMINOLE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Harry Hagle, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of S & H Consultants, Inc. 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, in the State and County aforesaid, this 18th day of July, 1995.


Notary Public-State of Florida at Large

My commission expires:



FILED
95 JUL 24 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA