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COLEMAN & COLEMAN

ATTORNEYS AT LAW

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PORT OFFICE BOX 2080

PORT MYERS, FLORIDA 33902-2080

JOHN CHARLES COLEMAN
ROBERT J. COLEMAN

TELEPHONE
(813) 338-8317

August 9, 1995

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: S & G SALES, INC.

Gentlemen:

Enclosed are the original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate Designating Resident Agent for the corporation.

Also enclosed is a check made payable to you for charges as follows:

Filing Fees	\$35.00
Certified Copy	52.50
Resident Agent Designation	<u>35.00</u>

TOTAL: \$122.50

Please advise if anything further is required.

Sincerely yours,


John Charles Coleman

FILED
95 AUG 15 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCC:sm
Enclosures

AUG 16 1995 BSB

cc: Steve Kaplan

**ARTICLES OF INCORPORATION
OF
S & G SALES, INC.**

**FILED
95 AUG 15 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is S & G SALES, INC.

ARTICLE TWO

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 1520 S.E. 20th Court, Cape Coral, Florida. The mailing address of the corporation is 1520 S.E. 20th Court, Cape Coral, Florida 33990.

ARTICLE THREE

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation is a 2300 McGregor Boulevard, Fort Myers, Florida 33901. The name of the initial registered agent at such address is JOHN CHARLES COLEMAN.

ARTICLE FOUR

PURPOSE

The corporation shall engage in and transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE SIX

AUTHORIZED SHARES

The aggregate number of shares which the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500), all of which shall be common shares with par value of ONE (\$1.00) DOLLAR per share.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of not less than one or more than five members. The name and address of the first member of the Board of Directors is:

STEVE KAPLAN 1520 S.E. 20th Court
Cape Coral, FL 33990

ARTICLE EIGHT

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is STEVE KAPLAN, 1520 S.E. 20th Court, Cape Coral, Florida 33990.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence at 4:00 P.M. on August 8, 1995.

IN WITNESS WHEREOF, I have subscribed by name this 8
day of August, 1995.



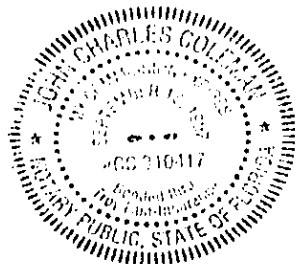
STEVE KAPLAN

STATE OF FLORIDA)
) ss.
COUNTY OF LEE)

BEFORE ME, the undersigned authority, this day personally appeared STEVEN KAPLAN personally known to me to be the person executing the foregoing Articles of Incorporation, and he did take an oath and acknowledge to and before me that he executed the same for the purposes herein expressed. Individual personally known to me.

IN WITNESS WHEREOF, I have herunto set my hand and seal this 8th day of AUGUST, 1995.

My Commission Expires:




NOTARY PUBLIC, State of Florida
at Large
JOHN CHARLES COLEMAN

STATE OF FLORIDA
DEPARTMENT OF STATE

Corporate Designating Place of Business or Domicile for the Service of Process Within This State. Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted in compliance with Sections 48.091, and 607.0501, Florida Statutes.

S & G SALES, INC.,
a corporation organized (or organizing) under the laws of the State
of Florida, with its principal office at 1520 S.E. 20th Court
 in the city of Cape Coral, County
of Lee, State of Florida, has named JOHN CHARLES
COLEMAN, located at 2300 McGregor Boulevard
(Street address & number of bldg.)
City of Fort Myers, County of Lee,
State of Florida, as its registered agent to accept service of
process within this state and otherwise perform the duties and
responsibilities of said registered agent.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
STEVE KAPLAN	(V-P)	1520 S.E. 20th Court Cape Coral, Florida 33990
STEVE KAPLAN	(S)	1520 S.E. 20th Court Cape Coral, Florida 33990
STEVE KAPLAN	(T)	1520 S.E. 20th Court Cape Coral, Florida 33990
	(V)	

DIRECTORS:

STEVE KAPLAN	Same as above

By: _____
 (Corporate Officer)
 STEVE KAPLAN

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep this office open during proscribed 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.


(Resident Agent)
JOHN CHARLES COLEMAN

FILED
95 AUG 15 PM 1:10
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT