

7960000/2311

FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3209

GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
Certified Circuit Mediator

(013) 008-1181

FAX (013) 021-0001

STEVEN M. WILSEY
Also Certified
Public Accountant

DAVID F. WILSEY

ROBERT W. FISHER
Of Counsel

December 21, 1995

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Dissolution of S.H.S. Investor, L.C.
Incorporation of S.H.S., Inc.

Gentlemen:

800001684508
-01/10/96--01079--021
****227.50 ****122.50

Enclosed are the following documents:

1. ARTICLES OF DISSOLUTION OF S.H.S. INVESTORS, L.C.
2. CONSENT TO USE OF NAME.
3. ARTICLES OF INCORPORATION OF S.H.S., INC.
4. RESIDENT AGENT DESIGNATION.

Also enclosed is check for the following:

A. Dissolution of L.C.	\$ 52.50
B. Certified Copy	52.50
C. Filing Fee for S.H.S., Inc.	35.00
D. Certified Copy	52.50
E. Registered Agent Des.	35.00
Total	<u>\$227.50</u>

Please return a certified copy of the Dissolution and a certified copy of the Incorporation to my office. Thank you for your attention to this matter.

Very truly yours,

George F. Wilsey
GEORGE F. WILSEY

GFW:pf

RECEIVED
95 DEC 26 AM 10:24
DIVISION OF CORPORATIONS

96 FEB -8 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Conflict
4796-2519
4796-2519
855,2286,671
489,572,2285,671
796-833



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1996

GEORGE F WILSEY, ESQUIRE
275 FOURTH STREET NORTH
ST PETERSBURG, FL 33701-3209

SUBJECT: S.H.S., INC.
Ref. Number: W96000000833

We have received your document for S.H.S., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date can be no more than 90 days after the date of filing.

Please return 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 (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 496A00001353

FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3200

GEORGE F. WILSEY
Board Certified Will,
Trusts and Estates;
Certified Circuit Mediator

(813) 898-1101

FAX (813) 821-0001

STEVEN M. WILSEY
Also Certified
Public Accountant

DAVID F. WILSEY

ROBERT W. FISHER
Of Counsel

January 29, 1996

Beth Register
Corporate Special Supervisor
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: S.H.S. INC.
Ref. Number: W96000000833

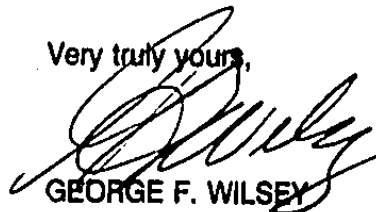
Dear Ms. Register:

In reference to our original filing for S.H.S. INC., and your letter dated January 10, 1996, (copy enclosed) enclosed is CONSENT by S.H.S. INVESTORS, L.C., to use of name S.H.S. INVESTORS, INC. and ARTICLES OF INCORPORATION OF S.H.S. INVESTORS, INC.

You have retained the \$122.50 filing fee.

If anything further is required, please advise.

Very truly yours,



GEORGE F. WILSEY

GFW:pf

FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3209

GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
Certified Circuit Mediator

(813) 808-1181

FAX (813) 821-6081

STEVEN M. WILSEY
Also Certified
Public Accountant

DAVID F. WILSEY

ROBERT W. FISHER
Of Counsel

February 6, 1996

Ms. Beth Register
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: S.H.S. Investors, Inc.
Ref. Number: W96000000833

Dear Ms. Register:

Enclosed is the requested Affidavit for the above corporation. Please process the Articles of Incorporation of S.H.S., Inc., as soon as possible.

Very truly yours,

George F. Wilsey
GEORGE F. WILSEY PF

GFW:pf

FILED

96 FEB -8 PM 1:20

AFFIDAVIT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared, ALAN P. STEINBACH, who is personally known to me, as Vice President of Lenny & Vinny's, Inc., and individually, being all the members of S.H.S. Investors, L.C., and states:

1. S.H.S. Investors, L.C., a Florida Corporation, was dissolved on December 26, 1995, by document number L94000000169.
2. S.H.S. Investors, L.C., has no intention of revoking said dissolution.
3. S.H.S. Investors, L.C., releases the name of the corporation and hereby consents to the use of the name:

S.H.S. INVESTORS, INC.,

by the incorporators of S.H.S. Investors, Inc., a Florida Corporation to be formed.

Executed on this 6 day of February, 1996.

LENNY & VINNY'S, INC.

By: *Alan P. Steinbach, Jr.*
ALAN P. STEINBACH, Vice President

Alan P. Steinbach
ALAN P. STEINBACH, individually

Sworn and subscribed before me this 6 day of February, 1996.

Peggy Fleetwood
NOTARY PUBLIC



PEGGY FLEETWOOD
MY COMMISSION # CC310697 EXPIRES
September 29, 1997
BOATED TITEL TROY FARM INSURANCE, INC.

CONSENT

S.H.S. INVESTORS, L.C., does hereby consent to the use of
the name:

S.H.S. INVESTORS, INC.,

by the incorporators of S.H.S. INVESTORS, INC., a Florida
Corporation to be formed.

Dated this 22nd day of January, 1996.

LENNY & VINNY'S, INC.

BY:

Alan P. Steinbach, V.P.
Vice President

Alan P. Steinbach, Member
ALAN P. STEINBACH

FILED

96 FEB -8 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S.H.S. INVESTORS, INC.

The undersigned Incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be S.H.S. INVESTORS, INC., and it shall have perpetual existence.

ARTICLE II

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$1,000.00.

ARTICLE V

The designated registered principal office of the corporation shall be 6950 Central Avenue, Suite 160, St. Petersburg, Florida 33707. The registered agent of the corporation shall be Marion Samson. The principal office and mailing address of the corporation is 6950 Central Avenue, Suite 160, St. Petersburg, Florida 33707.

ARTICLE VI

The number of Directors of the corporation shall be one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscribers of the corporation, and the Directors and Officers, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

OFFICE

NAME

President and
Secretary

Marion Samson

ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgement of these Articles of Incorporation, if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not

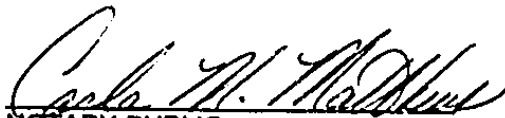
limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

 (SEAL)
Marion Samson

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 22 day of January, 1996, by Marion Samson, who is personally known to me, and who did take an oath.


NOTARY PUBLIC

NOTARY PUBLIC - STATE OF FLORIDA
CARLA M. MATTHEWS
MY COMMISSION EXPIRES 10/13/98
COMM. #C.C. 413435

FILED

96 FEB -8 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR WHICH SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That S.H.S. INVESTORS, INC. desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in Articles of Incorporation at St. Petersburg, Pinellas County, State of Florida, has named Marion Samson, as its agent to accept service of process within this state.

S.H.S. INVESTORS, INC.

By: Marion Samson
Marion Samson, President

ACKNOWLEDGMENT

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 to comply with the provision of said Act relative to keeping open said office. I am familiar with and accept the obligations of Resident Agent.

Marion Samson
Marion Samson

FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3200

GEORGE F. WILSEY
Fiduciary, Trusts, and Estates
Certified Public Accountant
AND F. WILSEY

EVERETT WILSEY
Fiduciary, Trusts, and Estates
Certified Public Accountant

ROBERT WILSEY
Of Counsel

P96000012311

February 24, 1997

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

100002098301--0
-02/26/97--01046--005
*****87.50 *****87.50

Re: S.H.S. Investors, Inc.
Amendment of Articles of Incorporation

Dear Sir or Madam:

Enclosed please find Amendment of Articles of Incorporation of S.H.S. Investors, Inc., changing the name of the corporation to:

M & M OFFICE SERVICES, INC.

After filing the Amendment and changing the corporate name, please return one certified copy of the Amendment to me. Our firm check in the amount of \$87.50 is enclosed which reflects a filing fee of \$35.00 and \$52.50 for the certified.

Thank your for your assistance.

Very truly yours,

GEORGE F. WILSEY

GFW/jek
Enclosures

\\1997\corporations\samson\s.h.s. secstate.ltr

APPROVED
AND
FILED
MAR - 7 PM 1997
TALLAHASSEE, FLORIDA

P96000012311



MAR 3 1997

FLORIDA DEPARTMENT OF STATE
Sandra D. Mortham
Secretary of State

February 27, 1997

FISHER AND WILSEY, P.A.
% GEORGE WILSEY
275 FOURTH ST. NORTH
ST. PETERSBURG, FL 33701-3209

SUBJECT: S.H.S. INVESTORS, INC.
Ref. Number: P96000012311

We have received your document for S.H.S. INVESTORS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return 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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 897A00010437

897000004733
NO
8-7-97
File Copy

AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
S. H. S. INVESTORS, INC.

WHEREAS, S.H.S. INVESTORS, INC. was originally incorporated under the name
S.H.S. INVESTORS, INC., and

WHEREAS, at a joint meeting of all Shareholders and Directors, it was resolved to
amend the Corporate Charter, on December 27, 1996.

NOW, THEREFORE, the Corporate Charter of S.H.S. INVESTORS, INC. is amended
as follows:

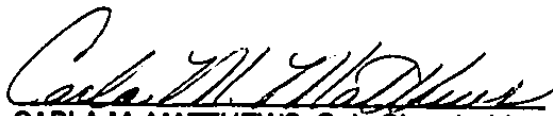
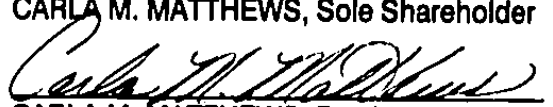
ARTICLE I. NAME

The name of the corporation shall be M & M OFFICE SERVICES, INC.

All other paragraphs and articles of the Articles of Incorporation not in conflict with
the foregoing remain unchanged.

This Amendment shall be effective upon filing with the Secretary of State.

The foregoing Amendment is approved by the undersigned sole shareholder of the
corporation.


CARLA M. MATTHEWS, Sole Shareholder

CARLA M. MATTHEWS, President, and
Sole Director

97-08-7 F110-32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amendment to Articles of Incorporation

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 14 day of FEBRUARY, 1997, by CARLA M. MATTHEWS, as Sole Shareholder of S.H.S. INVESTORS, INC., who is personally known to me or who produced _____ as identification.

Karoline Gladnick
NOTARY PUBLIC

NOTARY SEAL:



Karoline Gladnick
MY COMMISSION # CC352528 EXPIRES
May 5, 2000
BONDED THRU TROY PAW INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 14 day of FEBRUARY, 1997, by CARLA M. MATTHEWS, as President of S.H.S. INVESTORS, INC., who is personally known to me or who produced _____ as identification.

Karoline Gladnick
NOTARY PUBLIC

NOTARY SEAL:



Karoline Gladnick
MY COMMISSION # CC352528 EXPIRES
May 5, 2000
BONDED THRU TROY PAW INSURANCE, INC.

GFW/jek

\\1997\\corporations\\samson\\amendment.s.h.s.