

P96000023230

RUSH

October 31 1995

RUSH

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32304

RE: ARTICLES OF INCORPORATION for THE S I GROUP, INC.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for THE S I GROUP, INC.

Also enclosed you will find a check for the amount of \$122.50 for the following:

Certificate of Incorporation
Filing
Copy of Certificate
Registering of Agent

100001732801
-03/05/96--01091--001
****122.50 ****122.50

If there are any questions concerning this matter, please do not hesitate to call me. The number to call is (305) 741-4871.

Thank you in advance.

Sincerely,

Andrew Livingston
Andrew Livingston

789,615,706,671
13,96—5183

FILED
95 MAR 15 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 15 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 8, 1996

ANDREW LIVINGSTON
6151 MIRAMAR PARKWAY
MIRAMAR, FL 33023

SUBJECT: THE S I GROUP, INC.
Ref. Number: W96000005183

We have received your document for THE S I GROUP, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 596A00010481

CERTIFICATE OF INCORPORATION
OF
THE S I GROUP, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Laws of said State, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

THE S I GROUP, INC.

hereinafter referred to as the "Corporation".

ARTICLE II

The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully as to the same extent as natural persons might or could do, viz:

a) To conduct and maintain an association which would include insurance, investments, stocks, bonds, real estate, and property of any and all kinds; and including the purchase, lease, rental and sale of any and all other items.

b) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

c) To engage in the exchange of currency of foreign countries and currency of the United States.

RECORDED
STATE
OF FLORIDA
JAN 15 1951

d) To purchase, hold and re-issue the shares of its capital stock; and to subscribe to, purchase or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

e) To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein names, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

f) No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the Laws of the State of Florida or in the future to be enacted hereby are included in and made a part hereof by reference.

g) In general, to carry on any incidental business in connection with the foregoing, whether manufacturing, wholesaling or otherwise, and to have an exercise all the powers conferred by the Laws of the State of Florida upon corporations of this character.

ARTICLE III

The capital stock of the corporation shall consist of:

a) One Hundred (100) Shares of no par value common stock. For incorporation purposes, each share of said stock shall have a nominal value set at Fifty Cents (\$.50) per share as consideration.

b) Said One Hundred (100) Shares of common stock shall have no par value. All shares are to be issued fully paid and non-assessable.

c) The capital stock of this corporation may be paid in lawful money of the United States, or in property, labor or service at

a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said termination of just "Book Value" fixed by the Board of Directors is to be conclusive proof of said "Book Value".

d) All of the common stock is to have one vote per share in the control of the management of the corporation.

e) The holders of these shares of common stock are to have preemptive rights in the purchase of subsequent issues of capital stock.

f) In the event any shareholder shall be unable to attend a shareholders' meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

ARTICLE IV

The amount paid in capital before beginning business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

The principal post office address of the place of business shall be:

20701 N.E. 21st Street, Miami, FL 33179

The Board of Directors may from time to time move the principal office to any other address in Florida.

The number of Directors of the corporation shall be one (1) or more.

ARTICLE VI

The duration of existence of this corporation shall be perpetual.

ARTICLE VII

The names and address of the members of the first Board of

Directors are:

Andrew Livingston, President 20701 N.E. 21st Street, Miami, FL 33179.

ARTICLE VIII

The names and address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which each agrees to take are as follows:

100 Shares Andrew Livingston, 20701 N.E. 21st Street, Miami, FL 33179.

ARTICLE IX

The street address of the initial Registered Agent is: Andrew Livingston, President, of 20701 N.E. 21st Street, Miami, FL 33179; and the Registered office of the said corporation shall be: 20701 N.E. 21st Street, Miami, FL 33179.

ARTICLE X

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating and limiting the powers of the Corporation, the Directors and Stockholders, or any class of stockholders of the corporation, shall be controlled by the Bylaws which shall be adopted by the Stockholders of the corporation as soon as practicable after the corporation shall be formed, which said Bylaws may from time to time and whenever necessary be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed this Certificate of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid.

Signed in the presence of:

Andrew Livingston
Andrew Livingston / subscriber

[Signature]

STATE OF FLORIDA

SS.

I hereby certify that on this 1st day of March,


A. D. 1996, before me personally appeared Andrew Livingston, to me will know to be the

person described as subscriber in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they subscribed to the said Certificate of

Incorporation freely and voluntarily for the purposes therein described.

IN WITNESS WHEREOF, I have hereunto set my official seal and hand at

Miami, County of Dade, State of Florida, this 1st day of March, A.D. 1996.


Notary Public, State of Florida at Large

My commission expires:



TERRI LOWE
OFFICIAL SEAL
My Comm. Expires 06-20-97
BONDED THROUGH
ALAN INSURANCE SERVICES
CC 208181

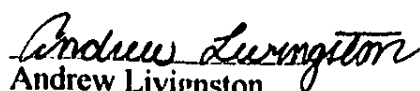
March 11, 1996

To Whom It May Concern:

RE: Letter #596A00010481

I, Andrew Livingston, hereby accept the duties and responsibilities as a registered agent for The SI Group, Inc.

Sincerely,


Andrew Livignston
President

FILED
96 MAR 15 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA