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TALLAHASSEE, FL 32301
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Patricia Pizant

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ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

X _____ CERTIFIED COPY
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_____ CERTIFICATE OF GOOD STANDING

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W96-6714

696A-19346
4/28/96

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DIVISION OF CONSTITUTION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: S & A TRADING, INC.
Ref. Number: W96000006714

We have received your document for S & A TRADING, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 096A00014225

ARTICLES OF INCORPORATION
OF

S & A INTERNATIONAL TRADING, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is S & A INTERNATIONAL TRADING, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 6 CYPRESS COVE, PALM BEACH GARDENS, FL 33418 and the name of its initial registered agent at such address is ANDREW WEISS.
6. The number of directors constituting the initial board of directors is One and the name and address of each person who is to serve as a member thereof is as follows:

ANDREW WEISS, 6 CYPRESS COVE, PALM BECH GARDENS, FL 33418

7. The name and address of the sole incorporator is: Robert Aratingi, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 03/15/96


Robert Aratingi
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of S & A INTERNATIONAL
the within named corporation. TRADING, INC.

Dated: 3/18/96


ANDREW WEISS