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Gallagher and Macy, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

3501 Del Prado Boulevard, Suite 207
Cape Coral, FL 33904

(941) 542-4400 • (941) 542-4818 FAX

John Charles Gallagher, CPA
Stephen A. Macy, CPA

June 17, 1996

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

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****122.50 ****122.50

RE: S & S MARKETING & CONSULTING INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced corporation together with a check in the amount of \$122.50 to cover the costs.

Upon acceptance of the charter and the filing thereof by your office, please provide our office with a certified copy of the corporate charter.

Thank you for your cooperation in this regard.

Sincerely,


John Charles Gallagher
Certified Public Accountant

Enclosures

FILED
96 JUN 26 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

63 6/27/96

ARTICLES OF INCORPORATION
OF
S&S MARKETING & CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is S&S MARKETING & CONSULTING, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

The amount of capital stock of this corporation shall be ONE THOUSAND SHARES (1000) at Five Dollars (\$5.00) par value stock, which stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. All of the capital stock shall be common stock.

ARTICLE V

The corporation shall commence business on filing with the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be 1002 SE 43rd Street, Cape Coral, Florida, 33904. That said corporation shall have the authority to do business at such other place or places within or without the State of Florida, as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a Board of one (1) Director, and the Board may be increased to not more than five (5) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President who shall be a Director, and a Vice-President who shall be a Director, and Secretary/Treasurer who shall be a Director, and such other officers, agents and Directors, who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The name and post office addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Terrie Shively
1002 SE 43rd St.
Cape Coral, FL 33904

President, Vice President,
Secretary, Treasurer

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

Terrie Shively
1002 SE 43rd St.
Cape Coral, FL 33904

1000 Shares

ARTICLE X

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the principal office of the corporation, or such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this corporation is 1002 SE 43rd St. Cape Coral, Fl. 33904 and the name of the initial registered agent of this corporation at that address is Terrie Shively.

ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts herein stated are true and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, Florida this 24 day of June, 1996.

TERRIE SHIVELY
TERRIE SHIVELY

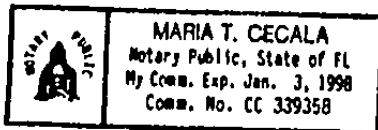
STATE OF FLORIDA
COUNTY OF Lee

I HEREBY CERTIFY that before me personally appeared TERRIE SHIVELY, who made and subscribed to the foregoing Articles of Incorporation, and who certify and acknowledge that they made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 24th day of June, 1996.

Maria T. Cecala
Signature of Notary Public -
State of Florida

Notary Seal



Maria T Cecala
Notary Public Printed Name

Personally known _____ OR Produced Identification X

Type of Identification Produced Florida drivers license

I HEREBY ACCEPT appointment as agent of S&S Marketing & Consulting, Inc., a Florida Corporation, upon whom process, tax notice or demands may be served

Terrie Shively
TERRIE SHIVELY

June 24 1996
DATE

FILED
96 JUN 26 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA