

1201 HAYS STREET
Ft. Lauderdale, FL 33309
1-800-144-0086

P96000060342



PRINTED BY
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 024088 8953A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 18, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 024088

CUSTOMER NO: 8953A

CUSTOMER: Karen Sullivan, Esq
FERDINAND & SULLIVAN

Suite 910
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309

1000001898251
-07/18/96--01069--002
****122.50 ****122.50

DOMESTIC FILING

NAME: S & M INTERNATIONAL NETWORK,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 PM 3:31

cf
7/18/96

ARTICLES OF INCORPORATION
OF
S & M INTERNATIONAL NETWORK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 18 PM 3:31

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

S & M INTERNATIONAL NETWORK, INC.

The address of the principal office of the corporation shall be and the mailing address of the corporation shall be 10031 Pines Boulevard, Suite 249, Pembroke Pines, Florida 33024-6169.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 15104 NW 7th Court, Pembroke Pines, Florida 33028, and the name of the initial registered agent of the corporation at that address is Ed A. Stucke, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its (Board of Directors/ Shareholders), subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Ed A. Stucke, Jr.
10031 Pines Boulevard, Suite 249
Pembroke Pines, Florida 33024-6169

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Ferdinand & Sullivan, P.A.
100 W. Cypress Creek Rd., Suite 910
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned agent of Ferdinand & Sullivan, P.A., has hereunto set her hand and seal of Ferdinand & Sullivan, P.A., on this 17th day of July, 1996.

FERDINAND & SULLIVAN, P.A.

By: Karen M. Sullivan
Karen M. Sullivan, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 18 PM 3:31

Ed A. Stucke, Jr., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Sections 607.0501 and 607.0505, Florida Statutes.

Ed A. Stucke, Jr.
ED A. STUCKE, JR.

96-912\art.inc

P96000060342

Ferdinand & Sullivan, P.A.

Attorneys at Law
100 W. Cypress Creek Road
Suite 910
Fort Lauderdale, FL 33309-2112

Jon J. Ferdinand
Karen Sullivan

Broward :954-776-5822
Fax :954-491-4911

August 8, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: S & M INTERNATIONAL NETWORK, INC.
Charter No. P96000060342
Our File No. 96-912

200001819672
-08/13/96--01023--012
*****35.00 *****35.00

Dear Sir:

Please find enclosed the following:

1. Articles of Amendment

Also enclosed please find this firm's check payable to the Secretary of State in the amount of \$35.00, representing the fee herein.

Thank you for your consideration with regards to the above matters and if you have any questions regarding same, please advise.

Sincerely,



KAREN M. SULLIVAN
KMS:alp
Encl.

cc: client

96-912/Larry,aa

SH 27
Amend.
FILED
96 AUG 26 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1996

Karen M. Sullivan
Fordinand & Sullivan, P.A.
100 W. Cypress Creek Rd., Suite 910
Ft. Lauderdale, FL 33309-2112

SUBJECT: S & M INTERNATIONAL NETWORK, INC.
Ref. Number: P96000060342

We have received your document for S & M INTERNATIONAL NETWORK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for profit corporations should contain a statement that the amendment was adopted by the shareholders OR that it was adopted by either the incorporator or board of directors without shareholder action. If the amendment was approved by a majority vote, it should also contain a statement that the number of votes cast was sufficient for approval.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00039195

Ferdinand & Sullivan, P.A.

Attorneys at Law
100 W. Cypress Creek Road
Suite 910
Fort Lauderdale, FL 33309-2112

Jon J. Ferdinand
Karen Sullivan

Broward 1954-776-5622
Fax 1954-491-4911

August 23, 1996

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

Attn. Steven Harris, Corporate Specialist

Re: S & M INTERNATIONAL NETWORK, INC.
Charter No. P96000060342
Our File No. 96-912

Dear Mr. Harris:

Pursuant to your letter to me dated August 16, 1996 (copy enclosed for reference), please find enclosed revised Articles of Amendment with regards to the above-referenced corporation.

Our check in the amount of \$35.00 representing the filing fee herein was previously forwarded with our letter of August 8, 1996.

Thank you for your consideration with regards to the above matters and if you have any questions regarding same, please advise.

Sincerely,



KAREN M. SULLIVAN

KMS:dm

Encl.

cc: client (with enclosure)

ARTICLES OF AMENDMENT
S & M INTERNATIONAL NETWORK, INC.

1. The following provisions of the Articles of Incorporation of S & M INTERNATIONAL NETWORK, INC., a Florida for profit corporation, filed in Tallahassee on the 18th day of July, 1996, be and they are hereby amended in the following particulars:

Article VII: DIRECTORS, be and it hereby is amended to read as follows:

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its (Board of Directors), subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Ed A. Stucke, Jr.
10031 Pines Boulevard, Suite 249
Pembroke Pines, Florida 33024-6169

2. The foregoing amendment was adopted by the sole director of the corporation without shareholder action on the 8th day of August, 1996, and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 23 day of August, 1996.

Ed A. Stucke, Jr.
Sole Director/President

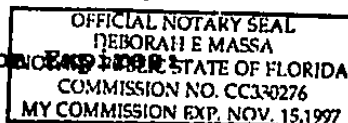
Ed A. Stucke, Jr.
Secretary

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Ed A. Stucke, Jr. known to me to be the person who has executed the foregoing Articles of Amendment, and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of August, 1996.

My Commission Expires



Deborah E. Massa
Notary Public

P96000060342 X

May 31, 1997

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

Dear Sir(s):

This is a request to amend to the articles of incorporation; specifically article I through article VIII. /

Enclosed is a check for \$96.25. (\$35.00 filing fee; \$52.50 certified copies; and \$8.75 certificate of status).

Thank you.

Sincerely,

Ed Stucke, Jr.

Ed A. Stucke, Jr.
Vice President
(954) 438-7872 - Home
(954) 928-5021 - Pager

100002201101--8
-06/04/97--01049--013
*****96.25 *****96.25

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUL-3 AM 10:33

Name	Ed Stucke, Jr.
Availability	6/17/97
Document Examiner	
Uploader	
Uploader Verifier	
Acknowledgement	
W. P. Verifier	

697-14218

Anne + Anne
Neal

Ed Stucke, Jr. Vice President 10031 Pines Boulevard - Suite 249 Pembroke Pines, FL 33024

FILING _____
C. COPY _____
R. AGENT _____
TOTAL _____
BALANCE DUE \$ _____
REFUND \$ _____

789, 615, 671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

ED STUCKE, JR., VICE PRESIDENT
10031 PINES BLVD., SUITE 249
PEMBROKE PINES, FL 33024

SUBJECT: S & M INTERNATIONAL NETWORK, INC.
Ref. Number: P96000060342

We have received your document for S & M INTERNATIONAL NETWORK, INC. and your check(s) totaling \$96.25. 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.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 597A00032500

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 AM 10:30

S & M INTERNATIONAL NETWORK, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

IN TO BE AMENDED TO: ARTICLE I. _____ NAME

The name of the corporation shall be: **BLANCHET T. WOOD, INC.**

The address of the principal office of the corporation shall be 10031 Pines Boulevard, Suite 249, Pembroke Pines, FL 33024-0169, and the mailing address of the corporation shall be 10031 Pines Boulevard, Suite 249, Pembroke Pines, FL 33024-0169.

ARTICLE II. _____ NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. _____ CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of capital stock having \$20.00 par value per share.

ARTICLE IV. _____ REGISTERED AGENT

The street address of the registered agent of the corporation, and the name of the registered agent shall be Shawn C. Wood, Jr., 18104 NW 7th Court, Pembroke Pines, FL 33028-1837.

ARTICLE V. _____ TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. _____ PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. _____ DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its Shareholders, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one initial Director/Chief Executive Officer. The name(s) and street address(es) of the member(s) of the Board of Directors are:

President: Shawn C. Wood, Jr.
18104 NW 7th Court
Pembroke Pines, FL 33028

Vice President: Ed A. Stucke, Jr.
911 SW 74th Avenue
Miami, FL 33144

Secretary: Nicole K. Padron
2534 Eagle Run Circle
Weston, FL 33327

Treasurer(s): Tim S. Noles, III
3781 Oak Ridge Lane
Weston, FL 33331

Matt A. Altman, Jr.
12588 SW 42nd Street
Miami, FL 33174

ARTICLE VIII. _____ INDEMNIFICATION

This corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors has executed these AMENDED Articles of Incorporation this day 31st day of May, 1997.

President: Shawn C. Wood, Jr. Vice President: Ed A. Stucke, Jr. Secretary: Nicole K. Padron
Treasurer: Tim S. Noles, III Treasurer: Matt A. Altman, Jr.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ARTICLE III. _____ CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of capital stock having \$20.00 par value per share.

THIRD: The date of each amendment's adoption: MAY 31ST, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- _____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- _____ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes for the amendment(s) was/were sufficient for approval by _____"
voting group
- XXX The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- _____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 31ST of MAY, 19 97.

Signature _____
(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ED A. STUCKE, JR.

Type or printed name

VICE PRESIDENT

Title

S & M International Network, Inc.

*10031 Pines Boulevard - Suite 249
Pembroke Pines, Florida 33024-6769*

(954) 450-6350

Fax (954) 450-3801

June 26, 1997

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

Attention: Brenda Tadlock

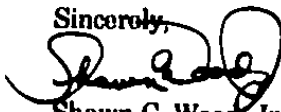
Dear Ms Tadlock:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for the said corporation".

Attached is a copy of the letter stating that you already have the check for \$96.25. (\$35.00 filing fee; \$52.50 certified copies; and \$8.75 certificate of status).

If you have any questions please feel free to contact me at (954) 450-4975 between the hours of 8:00 a.m. to 10:00 a.m. Monday through Friday or at home (954) 704-4715.

Sincerely,



Shawn C. Wood, Jr.
President

ARTICLES OF INCORPORATION
OF
BLANCHE T. WOOD, INC.

Amended articles of incorporation:

ARTICLE I. _____ NAME

The name of the corporation shall be: *BLANCHE T. WOOD, INC.*

The address of the principal office of the corporation shall be *10031 Pines Boulevard, Suite 249, Pembroke Pines, FL 33024-6169*, and the mailing address of the corporation shall be *10031 Pines Boulevard, Suite 249, Pembroke Pines, FL 33024-6169*.

ARTICLE II. _____ NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. _____ CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of capital stock having \$20.00 par value per share.

ARTICLE IV. _____ REGISTERED AGENT

The street address of the registered agent of the corporation, and the name of the registered agent shall be *Shawn C. Wood, Jr., 15104 NW 7th Court, Pembroke Pines, FL 33028-1837*.

ARTICLE V. _____ TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. _____ PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. _____ DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its Shareholders, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one initial Director/Chief Executive Officer. The name(s) and street address(es) of the member(s) of the Board of Directors are:

President: Shawn C. Wood, Jr.
15104 NW 7th Court
Pembroke Pines, FL 33028

Vice President: Ed A. Stucke, Jr.
911 SW 74th Avenue
Miami, Florida 33144

Secretary: Nicole K. Padron
2534 Eagle Run Circle
Weston, FL 33327

Treasurer(s): Tim S. Noles, III
3781 Oak Ridge Lane
Weston, FL 33331

Matt A. Altman, Jr.
12588 SW 42nd Street
Miami, FL 33174

ARTICLE VIII. _____ INDEMNIFICATION

" Corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors has executed these AMENDED Articles of Incorporation this day 31st day of May, 1997.

President:

[Signature]

Treasurer:

Tim Neri III

Vice President:

[Signature]

Treasurer:

Matthew

Secretary:

[Signature]