

AUG-19 96 15:35 FROM: XL CORP & RESEARCH 212-431-1441

TO: FLORIDA SOS

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8/19/96
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: STEPHAN INCORPORATED
FAX AUDIT NUMBER: H96000011559
DATE REQUESTED: 08/19/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1996

BLUMBERG/EXCELSIOR

NEW YORK, NY

SUBJECT: STEPHAN INCORPORATED
REF: W96000017367

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

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**ARTICLES OF INCORPORATION
OF
S & ASSOCIATES INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 & ASSOCIATES 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 4435 Old Winter Garden Road, Orlando, FL 32802 and the name of its initial registered agent at such address is **BlumbergExcelsior Corporate Services, Inc.**
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:

Stephan Davis, 1811 Aloma Ave., Winter Park, FL 32789
7. The name and address of the sole incorporator is: **Robert Aratingi, c/o BlumbergExcelsior 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: August 20, 1996

BlumbergExcelsior
62 White St.
New York, NY 10013
H96000011559


ROBERT ARATINGI
Sole Incorporator

H96000011559

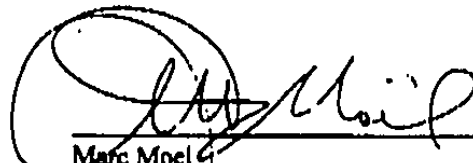
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of S & Associates Inc, the within named corporation.

Dated: 8/18/96


Marc Moel
Assistant Secretary

For: BlumbergExcelsior Corporate Services, Inc.

BlumbergExcelsior
62 White St.
New York, NY 10013
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