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8/28/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCOUNTING UNIT  
ELECTRONIC FILING COVER SHEET

1:32 PM

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: G & B SERVICES, INC.  
AUDIT NUMBER.....H96000012066  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 6  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

EFFECTIVE DATE

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96 AUG 29 PM 12:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 AUG 29 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96-18176

8/29/96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
Secretary of State

August 29, 1996

**CORPORATE CREATIONS INTERNATIONAL INC.**

**SUBJECT: G AND S SERVICES, INC.**  
**REF: H96000018170**

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6934.

Loris Poole  
Corporate Specialist

FAX Aud. #: H96000012066  
Letter Number: 296A00040888

ARTICLES OF INCORPORATION  
OF  
G AND S SERVICES, INC.

H96000012066 2  
EFFECTIVE DATE

8/22/96

ARTICLE I - NAME

The name of this corporation is G AND S SERVICES, INC.

ARTICLE II - PRINCIPAL ADDRESS

500 Palm Street Suite 32  
West Palm Beach, Florida 33409

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 Palm Street, Suite 32, West Palm Beach, Florida 33409 and the name and address of the initial registered agent is Kenneth H. Stuhr, 500 Palm Street, Suite 32, West Palm Beach, Florida 33409.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in

Kenneth H. Stuhr  
500 Palm Street, Suite 32  
West Palm Beach, FL 33409  
561-818-2010

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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the Bylaws. The names of the initial Directors of the Corporation are:  
Steven Glaser  
Kenneth H. Stuhr  
Kenneth H. Stuhr, Jr.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Kenneth H. Stuhr  
500 Palm Street Suite 32  
West Palm Beach, Florida 33409

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII - AFFILIATED TRANSACTIONS

This Corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This Corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

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ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XV - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of August, 1996.

  
Kenneth H. Stuhr, Incorporator

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STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, KENNETH H. STUIR, who produced a Florida driver's license as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28th day of August, 1996.

  
\_\_\_\_\_  
Notary Public  
Commission No. CC 311947

My commission expires:



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44444-1978 12:22 FROM LEWIS VROOSEN & ROSENBAUM TO

13356729110 P.05

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT Q AND S SERVICES, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF  
FLORIDA, HAS NAMED KENNETH H. STUHR LOCATED AT 500 PALM STREET,  
SUITE 12, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth H. Stuhr

Kenneth H. Stuhr

TITLE: Incorporator

DATE: August 28, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth H. Stuhr

Kenneth H. Stuhr, Registered Agent

DATE: August 28, 1996

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LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

ATTORNEYS AT LAW  
500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR  
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CARR W. CHRISTINSON  
GARY M. DUNKIL  
CYNTHIA J. JACKSON  
JOHN D. LEVITT  
MARSHALL J. OSOFSKY  
DIAN J. ROSENBAACH \*  
JOHN R. SHEPPARD, JR.  
LOUIS M. SILBER \*  
SAMUEL A. THOMAS  
KENNETH A. TREADWELL  
DIAN VEGOSEN  
GARY WALK \*\*  
JIMMY G. WOLMUR

September 24, 1996

MAILING ADDRESS:  
P.O. BOX 4300  
WEST PALM BEACH, FL 33402-4300

OF COUNSEL  
EDWARD DOBICK

TELEPHONE (561) 659-3300  
FAX (561) 832-1991

\* Board Certified Trial Lawyer  
\*\* Board Certified Real Estate Lawyer

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

100001957861  
-09/26/96--01055--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

RE: Articles of Amendment for  
G & S Services, Inc.

100001989651--2  
-10/29/96--01153--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Amendment to the Articles of Incorporation for the captioned corporation. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. trust account check number 012810 for \$52.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Amendment at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

*Sharon L. Wood*

Sharon L. Wood, secretary to  
Kenneth A. Treadwell

enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 25 AM 10:59

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FRI OCT 25 1996





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**October 1, 1996**

**KENNETH A. TREADWELL, ESQ.**  
**LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.**  
**P. O. BOX 4388**  
**WEST PALM BEACH, FL 33402-4388**

**SUBJECT: G AND S SERVICES, INC.**  
**Ref. Number: P96000072053**

**We have received your document for G AND S SERVICES, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):**

**The current name of the entity is as referenced above. Please correct your document accordingly.**

**The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.**

**There is a balance of \$35 due.**

**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) 487-6905.**

**Thelma Lewis**  
**Corporate Specialist Supervisor**

**Letter Number: 696A00044828**

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
G AND S SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 25 AM 10:59

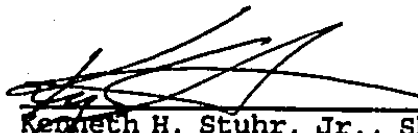
The undersigned do hereby certify that the following Articles of Amendment to the Articles of Incorporation was unanimously approved by the holders of all of the outstanding shares of common stock of G AND S SERVICES, INC. (the "Corporation") on the 20th day of September, 1996.


**Article I - Name and Principal Address**

The name of the Corporation is S & S SERVICES, INC.

Its principal address is 500 Palm Street Suite 32, West Palm Beach, Florida 33409

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment to the Articles of Incorporation as of the 20th day of September, 1996.

  
Kenneth H. Stuhr, Jr., Shareholder

  
Kenneth H. Stuhr, Shareholder

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st  
day of October, 1996, by Kenneth H. Stuhr, Jr., as a Shareholder of  
S & S Services, Inc.



KENNETH A. TREADWELL  
COMMISSION # CC 311947  
EXPIRES SEP 25, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

Kenneth A. Treadwell

Notary Public  
State of Florida at Large

Personally known ☐

or Produced Identification ☒

Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st  
day of October, 1996, by Kenneth H. Stuhr as a Shareholder of S & S  
Services, Inc.



KENNETH A. TREADWELL  
COMMISSION # CC 311947  
EXPIRES SEP 25, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

Kenneth A. Treadwell

Notary Public  
State of Florida at Large

Personally known ☐

or Produced Identification ☒

Type of Identification Produced \_\_\_\_\_

**UNANIMOUS CONSENT OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS  
OF G AND S SERVICES, INC.**

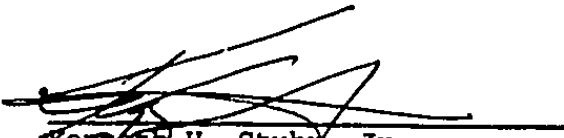
The undersigned, being the members of the Board of Directors and Shareholders of G AND S SERVICES, INC. (the "Corporation"), a Florida corporation, hereby consent to the following action in lieu of holding a meeting regarding the same, all pursuant to the terms of §§607.0821 and 607.0704, Florida Statutes:

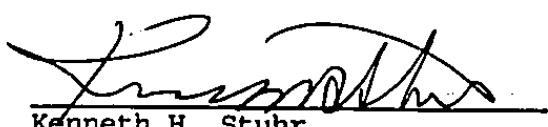
**RESOLVED** that the name of the Corporation shall be changed to S & S SERVICES, INC.; and it is

**FURTHER RESOLVED** that the following respective incumbent officers of the Corporation are hereby authorized to execute on behalf of the Corporation all documents and instruments necessary:

Kenneth H. Stuhr, Jr.	President
Kenneth H. Stuhr	Vice President

Dated as of September 20, 1996

  
Kenneth H. Stuhr, Jr.  
Director and Shareholder

  
Kenneth H. Stuhr  
Director and Shareholder