

JOEL MILLER
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October 11, 1996

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Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re : ~~Shawen-Hall-Hall, Inc.~~ S³ INTERNATIONAL Inc

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 , representing payment of the following:

Filing fee Charter	35.00
Certified copy fee	52.50
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,


Joel Miller
JM:jm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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cf 10/14/96

ARTICLES OF INCORPORATION
OF

S³ INTERNATIONAL, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I. CORPORATE NAME

The name of this corporation is: S³ INTERNATIONAL, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 50000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Joel Miller
500 N.E. Third Ave.
Fort Lauderdale, Florida, 33301

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Joel Miller
500 N.E. Third Ave.
Ft. Lauderdale, Florida 33301

ARTICLE VIII. INCORPORATOR

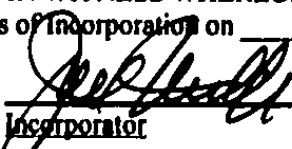
The name and address of the person signing these Articles of Incorporation is:

Joel Miller
500 N.E. Third Ave.
Ft. Lauderdale, Fl. 33301

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on 10/11/96.


Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared Joel Miller as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on October 11, 1996.

(SEAL)


Notary Public, State of Florida at Large

My commission expires:



See A. Hols
MY COMMISSION & COMMISSION EXPIRES
December 27, 1999
BONDED THRU TRIVY FARM INSURANCE, INC.

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That S International, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 500 N.E. Third Ave., Ft. Lauderdale, FL. 33301, has named Joel Miller, located at 500 N.E. Third Ave. Ft. Lauderdale, FL. 33301, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Registered Agent

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DIVISION OF CORPORATIONS
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