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Gottlieb & Gottlieb
ATTORNEYS AT LAW
A Professional Association

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Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 33301

10/07/1996

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-10/16/96--01097--002
****122.50 ****122.50

RE: SJC & ASSOCIATES, INC. - Incorporation
OUR FILE NUMBER: 3404

Gentlemen:


Enclosed please find two (2) originals of the Articles of Incorporation for SJC & ASSOCIATES, INC. and our trust account check in the amount of \$122.50 representing your cost for filing the Articles of Incorporation.

Please proceed to immediately file the enclosed Articles of Incorporation, then return a certified copy of the Secretary's Certificate to the undersigned along with one copy of the Articles.

Thank you for your prompt attention to this matter.

Very truly yours,

GOTTLIEB & GOTTLIEB, P.A.


Bruce M. Gottlieb

G/
Enclosures

LSOS

FILED
96 OCT 16 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH
10/17/96

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96 OCT 16 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SJC & ASSOCIATES, INC.**

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

ARTICLE ONE

NAME

The name and principal address of the corporation is SJC & ASSOCIATES, INC., at 4520 Polk Street, Hollywood, Florida 33021.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is five thousand (5,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE

PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 125 North 46 Avenue, Hollywood, Florida 33021, and the name of the initial registered agent is at such address is Bruce M. Gottlieb.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the Corporation shall consist of three (3). The number of directors is to be set by the shareholders at a meeting called for that purpose.

The names and addresses of the first Board of Directors are:

Calvin M. Smouse 4520 Polk Street
Hollywood, FL 33021

Sushayla C. Ure 4520 Polk Street
Hollywood, FL 33021

Jayram C. Smouse 4520 Polk Street
Hollywood, FL 33021

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

Bruce M. Gottlieb

125 North 46th Avenue
Hollywood, FL 33021

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, I have subscribed my name, on this
7th day of October, 1996.

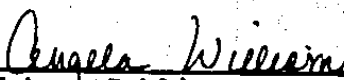
I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.


Bruce M. Gottlieb
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7th
day of October, 1996, by Bruce M. Gottlieb, who is
personally known to me or has produced N/A as
identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal.


Notary Public
My Commission Expires:

