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TALLAHASSEE, FL 32301-2607

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P96000103133



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 199507 101142A

AUTHORIZATION :

Patricia Pizquets

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1996

ORDER TIME : 1:55 PM

ORDER NO. : 199507-005

000002036440--2

CUSTOMER NO: 101142A

CUSTOMER: Robert E. Wiggins, esq
SLATER & WIGGINS

36402 U.s. Highway 19, North

Palm Harbor, FL 34684

DOMESTIC FILING

NAME: S & J INTERNATIONAL, 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: Thelmon Washington

EXAMINER'S INITIALS:

FILED
96 DEC 23 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 23 PM 4:11
DIVISION OF CORPORATION

*12-24-96
KR*

ARTICLES OF INCORPORATION
OF
S & J INTERNATIONAL, INC.

FILED
96 DEC 23 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is S & J INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

1261 Bay Harbor Drive
#201
Palm Harbor, Florida 34685

ARTICLE III

TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Director of this Corporation, who shall serve until his successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Dawli	1261 Bay Harbor Drive #201 Palm Harbor, Florida 34685

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who

shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	John Dawli 1261 Bay Harbor Drive #201 Palm Harbor, Florida 34685
Secretary Treasurer	Soubhi Dawli 1261 Bay Harbor Drive #201 Palm Harbor, Florida 34685

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is as follows:

ROBERT E. WIGGINS, ESQUIRE
Oakdale Professional Center
36402 U.S. Highway 19 N.
Palm Harbor, Florida 34684

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and

liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its

proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

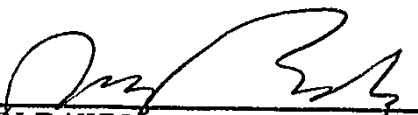
ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Dawli	1261 Bay Harbor Drive #201 Palm Harbor, Florida 34685

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 22th day of December, 1996.




JOHN DAWLI

STATE OF FLORIDA)
COUNTY OF PINELLAS)

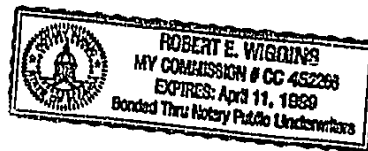
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN DAWLI, to me known to be the person in and who executed the foregoing

instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this
20 day of December, 1996.



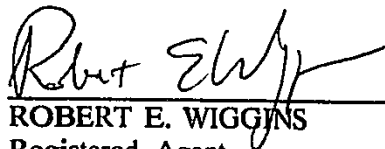
NOTARY PUBLIC, State of Florida
My Commission Expires:



**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

I, Robert E. Wiggins, as Registered Agent for S & J INTERNATIONAL, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at Oakdale Professional Center, 36402 U.S. Highway 19 N., Palm Harbor, Florida, 34684, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: December 20th, 1996



ROBERT E. WIGGINS
Registered Agent

FILED
96 DEC 23 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA