



THE UNITED STATES
CORPORATION
COMPANY

P97000018680

ACCOUNT NO. : 072100000032

REFERENCE : 275580 10072A

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 122.50

ORDER DATE : February 27, 1997

ORDER TIME : 11:24 AM

ORDER NO. : 275580-005

CUSTOMER NO: 10072A

000002100350--4

CUSTOMER: Arthur Lambertus, Esq
LAMBERTUS & LAMBERTUS

Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: S & P FAMILY ENTERPRISES, 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: Tonya C. Holliday

EXAMINER'S INITIALS:

K.R. FEB 28 1997

FILED
97 FEB 27 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 27 PM 1:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
S & P FAMILY ENTERPRISES, INC.

FILED
97 FEB 27 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **S & P FAMILY ENTERPRISES, INC.**
The principal office of the corporation is **815 Bayside Lane, Fort Lauderdale, Florida 33326**, and the mailing address of the corporation is **815 Bayside Lane, Fort Lauderdale, Florida 33326**.

ARTICLE II
DURATION

The term of existence is perpetual.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is **600** shares and each share shall be the par value of **\$1.00**. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

ARTICLE IV
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is **815 Bayside Lane, Fort Lauderdale, Florida 33326** and the name of the initial registered agent at that address is **STEVEN C. MALDONADO**.

ARTICLE V
BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of **three (3)** members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN C. MALDONADO	815 Bayside Lane Fort Lauderdale, Florida 33326
PATRICIA A. RHODES	815 Bayside Lane Fort Lauderdale, Florida 33326
THOMAS M. CIBROWSKI	3562 River Heights Crossing Marietta, Georgia 30067

ARTICLE VI
INCORPORATOR

The name and mailing address of the Incorporator of the corporation is:

NAME

STEVEN C. MALDONADO

ADDRESS

**815 Bayside Lane
Fort Lauderdale, Florida 33326**

ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

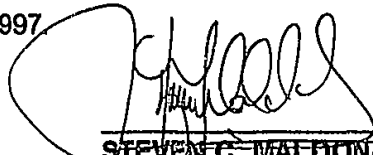
ARTICLE VIII
AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 26 of February, 1997.




STEVEN C. MALDONADO

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **STEVEN C. MALDONADO**, who is personally known to me or who has produced a drivers license as identification, and who executed the foregoing **ARTICLES OF INCORPORATION** and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in Broward County, State of Florida, this
26 day of February, 1997.



Notary Public, State of Florida
Printed Name:
My Commission Expires:



Arthur W. Lambertus
MY COMMISSION # CC571541 EXPIRES
July 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

RESIDENT AGENT DESIGNATION

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:

That **S & P FAMILY ENTERPRISES, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at **815
Bayside Lane, Fort Lauderdale, Florida 33326**, has named **STEVEN C.
MALDONADO** located **815 Bayside Lane, Fort Lauderdale, Florida 33326**, as its
agent to accept service of process within Florida.

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.

INCORPORATOR:



STEVEN C. MALDONADO
815 Bayside Lane
Fort Lauderdale, Florida 33326

DATE:

2/26/97

RESIDENT AGENT:



STEVEN C. MALDONADO
815 Bayside Lane
Fort Lauderdale, Florida 33326

DATE:

2/26/97

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TALLAHASSEE, FLORIDA