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S+S Management Resources Corp.  
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(Corporation Name) (Document #)

1. 24 ATION  
(Corporation Name) (Document #)

☒ **Certified Copy**

☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	
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ARTICLES OF INCORPORATION  
OF  
S & S MANAGEMENT RESOURCES CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida General Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

S & S MANAGEMENT RESOURCES CORP.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o Dr. Stephen Schulman, 505 South Ocean Boulevard, in the City of Boca Raton, State of Florida 33432 and the name of the registered agent at said address is Dr. Stephen Schulman.

FIFTH: The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

SIXTH: The initial Board of Directors, to hold office until the first annual meeting of the shareholders or until successors are elected and qualify, shall consist of two (2); the names and the addresses of the directors constituting the initial Board are as follows:

<u>Name</u>	<u>Address</u>
Dr. Stephen Schulman	505 South Ocean Blvd. Boca Raton, Florida 33432
Stephanie Schulman	505 South Ocean Blvd. Boca Raton, Florida 33432

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his

conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this tenth day of February, 1997 made and subscribed these Articles of Incorporation at New York, New York for the uses and purposes aforesaid.

  
RAY A. BARR (SEAL)

Ray A. Barr


  
MARK SKUBICKI (SEAL)


Mark Skubicki

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF NEW YORK    )

Be it remembered that on this tenth day of February, 1997, personally came before me, a Notary Public in and for the County and State aforesaid, Ray A. Barr and Mark Skubicki, party to the foregoing document, known to me personally to be such, and who, being by me first duly sworn, acknowledged the said document to be their act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.

MARIA R. FISCHETTI  
Notary Public, State of New York  
No. 01F14914402  
Qualified in Queens County  
Certificate Filed in New York & Westchester County  
Commission Expires March 21, 1998  


  
MARIA R. FISCHETTI  
Maria R. Fischetti, Notary Public

ACCEPTANCE AS REGISTERED AGENT

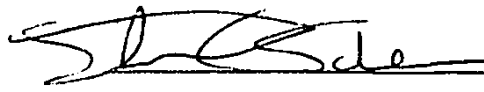
OF

S & S MANAGEMENT RESOURCES CORP.

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DIVISION OF CORPORATIONS  
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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.

Dated: <sup>March 11</sup>~~February~~, 1997

 3/11/97

Dr. Stephen Schulman

Registered Office Address:

505 South Ocean Boulevard  
Boca Raton, Florida 33432