



THE UNITED STATES
CORPORATION
COMPANY

P97000025138

ACCOUNT NO. : 072100000032

REFERENCE : 298578 10218A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : March 18, 1997

ORDER TIME : 1:03 PM

ORDER NO. : 298578-005

900002118739--9

CUSTOMER NO: 10218A

CUSTOMER: Raymond J. Skelton, Esq
RAYMOND J. SKELTON, CPA

12164 S.w. 51st Court

Cooper City, FL 33330

DOMESTIC FILING

NAME: STOCKBRIDGE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 MAR 19 PM 12:11
STATE OF FLORIDA
TALLAHASSEE

97 MAR 19 PM 4:11
FILED

K.R. MAR 20 1997

ARTICLES OF INCORPORATION
OF
STOCKBRIDGE GROUP, INC.

97 MAR 19 PM 12:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STOCKBRIDGE GROUP, INC.

The address of the principal office of this corporation shall be 1700 Southwest 127th Lane, Davie, Florida 33325, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12164 Southwest 51st Court, Cooper City, Florida 33330, and the name of the initial registered agent of the corporation at that address is Raymond J. Skelton.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There shall be no Directors of this corporation.

ARTICLE X. AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the shareholders.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 19, 1997.

CORPORATION SERVICE COMPANY

By: _____

Its Agent, Gail Shelby

HBD/das

ACCEPTANCE OF REGISTERED AGENT

I, Raymond J. Skelton, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

STOCKBRIDGE GROUP, INC.

do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: Raymond J. Skelton

Raymond J. Skelton

Registered Agent

12164 S.W. 51st Court

Cooper City, Florida 33330

Address

FILED
97 MAR 19 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA