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FROM: ACE INDUSTRIES, INC.
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NAME: S&M SERVICES CORPORATION

AUDIT NUMBER.....H97000004878

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ARTICLES OF INCORPORATION
OF
S&M SERVICES CORPORATION

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TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be S&M Services Corporation and the initial address of this corporation shall be 5813 N.W. 40th Avenue, Coconut Creek, Florida, 33073.

ARTICLE II

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

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share Stock</u>	<u>Class Of</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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Prepared by:
ACE INDUSTRIES, INC.

84 NW 11th Street
Miami, FL 33138
305-369-2571

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ARTICLE V

The initial registered office of this corporation shall be at 5813 N.W. 40th Avenue, Coconut Creek, Florida, 33073 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Suzanne K. Gray.

ARTICLE VI

This corporation shall have two directors initially. The names and street addresses of the initial directors who shall hold office for the first year of the corporation, or until their successor(s) are elected and appointed are:

Suzanne K. Gray
5813 N.W. 40th Avenue
Coconut Creek, Florida 33073

Monty H. Gray
5813 N.W. 40th Avenue
Coconut Creek, Florida 33073

ARTICLE VII

The corporation shall have two officers initially. The names and street addresses of the initial officers who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

Suzanne K. Gray
President and Treasurer
5813 N.W. 40th Avenue
Coconut Creek, Florida 33073

Monty H. Gray
Vice President and Secretary
5813 N.W. 40th Avenue
Coconut Creek, Florida 33073

ARTICLE VIII

The names and the addresses of the incorporators are Suzanne K. Gray, 5813 N.W. 40th Avenue, Coconut Creek, Florida, 33073, and Monty H. Gray, 5813 N.W. 40th Avenue, Coconut Creek, Florida, 33073.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or

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transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force an effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the Corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

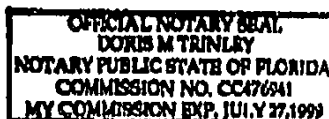

Suzanne K. Gray, Incorporator


Monty H. Gray, Incorporator

The foregoing instrument was acknowledged before me this 20th day of March 19 97 by Suzanne K. Gray & Monty H. Gray, who is personally known to me or who has produced Driver Licenses as Identification and who did/did not take an oath.


NOTARY PUBLIC

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENTS UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that **S&M Services Corporation** desiring to organize under the laws of the State of Florida, has named **Suzanne K. Gray**, 5813 N.W. 40th Avenue, Coconut Creek, Florida, 33073 its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provision of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 FACE.

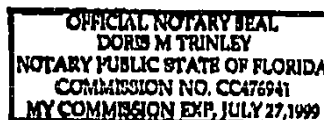

Suzanne K. Gray
Registered Agent

Dated this 20th day of
March, 1997

The foregoing instrument was acknowledged before me this 20th day of
MARCH 1997 by Suzanne K. Gray, who is
personally known to me or who has produced Driver License as
identification and who did/did not take an oath.


NOTARY PUBLIC

My commission expires:



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