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****122.50 ****122.50

Dear Sir/Madam,

Please find enclosed Articles of Incorporation for filing
with the State of Florida.

We have enclosed a check for \$122.50 for the Filing Fee
and a Certified Copy.

Please send certified copy to:

S & M PROPERTIES OF S. FLORIDA, INC.
C/O Marykutty Jacob
161 Granada Avenue
Ft. Lauderdale, Fl. 33326

FILED
97 APR 28 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-7428

AL APR 28 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1997

MARYKUTTY JACOB
161 GRANADA AVE.
FT. LAUDERDALE, FL 33326

SUBJECT: S & M PROPERTIES OF SOUTH FLORIDA, INC.
Ref. Number: W97000007428

We have received your document for S & M PROPERTIES OF SOUTH FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 197A00016150

MS. LUNT,

SIC SUBSCRIBER SIGNATURE (ARTICLE XIII)

I have added an address & designation

as incorporator per your instructions

& will follow this format in the future.

PLMXX

ARTICLES OF INCORPORATION
OF

S & M PROPERTIES OF SOUTH FLORIDA, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE I

NAME. The name of the corporation shall be
S & M PROPERTIES OF SOUTH FLORIDA, INC.

ARTICLE II

PURPOSE. The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE III

TERM. The duration of the corporation shall be perpetual.

ARTICLE IV

SHARES. The aggregate number of shares which the corporation is authorized to issue is Five Hundred. Such shares shall be of a single class, and shall have no par value.

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ARTICLE V

REGISTERED AGENT. The street address of the initial principle office of the corporation is 161 Granada Ave., Ft. Lauderdale, Fl 33326.

The name of its initial registered agent and her address is: Marykutty Jacob, 161 Granada Ave. Ft. Lauderdale, Fl 33326.

ARTICLE VI

CAPITAL STRUCTURE. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VII

DIVIDENDS. The Board of Directors shall declare and pay dividends to the holders of the common shares in each fiscal year, out of the assets of the corporation legally available for such purpose, equal to at least one dollar per share. Such dividends shall be paid at such intervals as the Board of Directors may from time to time determine, but shall not be cumulative, and no rights shall accrue to the common stockholders by reason of the fact that dividends on such shares are not declared, or have not been declared in a prior period.

ARTICLE VIII

STOCKHOLDERS' MEETINGS. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled

to vote seventy five per cent (75%) of the outstanding shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of seventy-five per cent (75%) of the outstanding shares of the corporation shall be the act of the stockholders.

ARTICLE IX

SPECIAL STOCKHOLDERS' MEETINGS. Special meetings of stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of ten percent (10%) of all outstanding shares.

ARTICLE X

STOCKHOLDERS' RIGHTS. The power to make, alter, amend and repeal the bylaws of the corporation shall be reserved to the stockholders of the corporation. The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE XI

DIRECTORS' MEETINGS. Seventy-five percent (75%) of the authorized number of directors shall constitute a quorum of the Board of directors for the transaction of business. The consent of one director shall be required to constitute any act of the Board of Directors.

ARTICLE XII

STOCK TRANSFERS. All of the issued and outstanding

shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file with the president of the corporation, and shall be subject to inspection by stockholders of record and bonafide creditors of the corporation at reasonable times during business hours.

ARTICLE XIII

NUMBER OF DIRECTORS. The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of the persons who are to serve as members of the initial Board of Directors are:

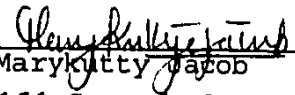
Sunny M. Abraham

84 Durness Drive
Williamstown, NJ 08094

Marykitty Jacob

161 Granada Ave.
Ft. Lauderdale, FL 33326

IN WITNESS WHEREOF, the subscriber has affixed his signature hereto this 24th day of MARCH 1997.



Marykitty Jacob
161 Granada Avenue
Ft. Lauderdale, FL 33326
INCORPORATOR

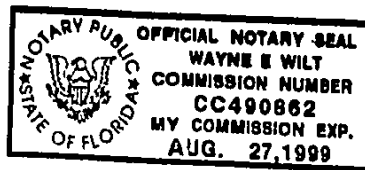
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally
appeared Marykutty Jacob, who after being duly sworn,
acknowledged that she executed the foregoing Articles of
Incorporation for the purposes expressed in such Articles
this 24th day of MARCH, 1997.

My Commission Expires:


NOTARY PUBLIC



FILED

97 APR 28 AM 10:32

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Certificate Designating Place of Business or domicile for
the Service of Process Within This State, Naming Agent Upon
Whom Process May be Served.

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

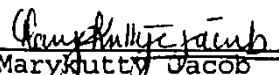
That S & M PROPERTIES OF SOUTH FLORIDA, INC., desiring
to organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of
Incorporation, at 161 Granada Ave., Ft. Lauderdale, FL.
33326 has named Marykutty Jacob, 161 Granada Ave., Ft.
Lauderdale, Fl 33326 as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

DATED: MARCH 24, 1997



Marykutty Jacob
Registered Agent