

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10340, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

P97000042823

of
 RE: S. & F. Management
Inc.

C.O. DND DND

_____ Corp. Express
 _____ of Inc. File
 _____ Corp. Record Search
 _____ Ltd. Partnership File
 _____ For _____ File
 _____ (Cert. Copy(s))

_____ Art. of Amend. File
 _____ Dissolution/Withdrawal
 _____ C U S
 _____ Fictitious Name File

_____ Name Reservation
 _____ Annual Report
 _____ Reg. Agent Service
 _____ Document Filing
 *****70.00 *****70.00

_____ Corporate Kill
 _____ Vehicle Search
 _____ Driving Record
 _____ Document Retrieval

_____ UCC 1 or 3 File
 _____ UCC 11 Search
 _____ UCC 11 Retrieval
 _____ File No.'s, _____ Copies
 _____ Courier Service
 _____ Shipping/Handling
 _____ Phone ()
 _____ Top Priority
 _____ Express Mail Prep.
 _____ FAX () pgs.

97 MAY 14 PM 1:41
 RECEIVED

SUBTOTALS

FEE.....
 DISBURSED.....
 CANCELLATION.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

97 MAY 14 PM 1:02
 RECEIVED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum
 THANK YOU
 from
 Capital Connection

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 5-14-97
 TIME 12:14
 BY [Signature]
 CK No. _____

WALK-IN
 Will Pick Up _____

ARTICLES OF INCORPORATION
OF

S. & F. Management, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **S. & F. Management, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 269 Riverwood Road, Naples, FL. 34114.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is two thousand five hundred (2,500) shares having a par value of (\$1.00) per share.

FILED
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TALLAHASSEE, FLA.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert J Doherty, 269 Riverwood Road, Naples FL. 34114.

ARTICLE V: INCORPORATOR

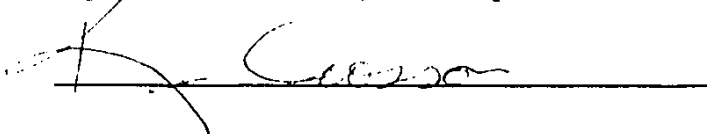
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Robert J Doherty, Director, 269 Riverwood Road, Naples, FL. 34114.

The undersigned has executed these Articles of Incorporation this 14th day of May 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in dark ink, appearing to read 'Kim Crosson', is written over a horizontal line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

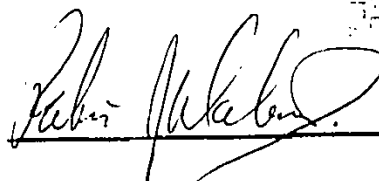
1. The name of the corporation is: S. & F. MANAGEMENT,
Inc.

2. The name and street address of the registered agent and office is: ROBERT J DOHERTY

269 RIVERWOOD ROAD

NAPLES FL. 34114

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



14:14:41