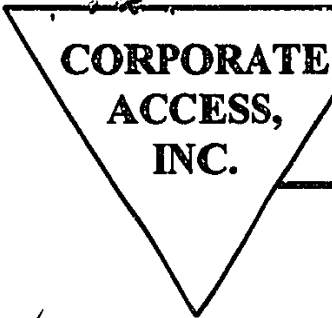


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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) S+B Consulting, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

W97-16475

K.R. JUL 16 1997

K.R. JUL 17 1997

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU

FILED
97 JUL 17 AM 11:42
DIVISION OF STATE
CORPORATION

RECORDED
97 JUL 16 PM 1:12
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1997

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
MOUNT VERNON SQAURE
TALLAHASSEE, FL 32303

SUBJECT: S & B CONSULTING, INC.
Ref. Number: W97000016475

We have received your document for S & B CONSULTING, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 997A00036430

DIVISION OF CORPORATIONS

97 JUL 17 AM 11:14

RECEIVED

Corrected
7/17/97
[Signature]

ARTICLES OF INCORPORATION

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

97 JUL 17 AM 11:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

S & B Consulting of Palm Harbor, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

640 Deer Run N.
Palm Harbor, FL 34684

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Common Shares 50,000 par Value \$ 1.00 per share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Brian E. Collard
640 Deer Run N.
Palm Harbor, FL 34684

ARTICLE V INCORPORATOR

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

Brian E. Collard
640 Deer Run N.
Palm Harbor, FL 34684



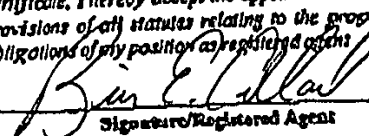
Signature/Incorporator

May 30, 1997

Date

(An additional article must be added if an effective date is requested.)

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.



Signature/Registered Agent

May 30, 1997

Date