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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: S AND C PROPERTIES, INC.

AUDIT NUMBER.....H97000014568

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 33

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
S and C PROPERTIES, INC.

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FILED  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is S and C PROPERTIES, INC.  
The corporation's principal address is 10201 SW 133 Street, Miami, Florida 33176.

ARTICLE II  
DURATION

The corporation shall exist in perpetuity.

ARTICLE III  
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

ARTICLE V  
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

Prepared by: JAY ROTHLEIN, ESQ./FBN:438839  
930 Washington Ave., 2<sup>nd</sup> Floor  
Miami Beach, FL 33139 (305)532-2250

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person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX  
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X  
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer of director, to the full extent permitted by law.

ARTICLE XI  
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing of these articles.

ARTICLE XII  
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

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**ARTICLE XXXI  
INCORPORATOR**

The incorporator is CHESTER WITTKIN and his corporate address is 10201 SW 133 Street, Miami, Florida 33176.

IN WITNESS WHEREOF, I have set my hand and seal this 2nd day of September, 1997.

Chester Wittkin  
CHESTER WITTKIN

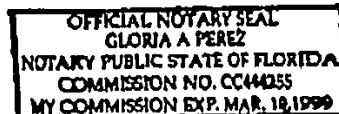
STATE OF FLORIDA     )  
                              )     SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHESTER WITTKIN, who produced as identification DL#: 4525-110-39-186-0, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this 2nd day of September, 1997 at Miami, Dade County, Florida.

Gloria A. Perez  
NOTARY PUBLIC  
State of Florida

My commission expires:



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that S and C PROPERTIES, INC., a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named CHESTER WITTKIN, located at 10201 SW 133 Street, Miami, Florida 33176, as its agent to accept service of process with this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, CHESTER WITTKIN, hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

DATE

9/2/97

*Chester Wittkin*  
CHESTER WITTKIN

TALLAHASSEE, FLORIDA

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