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JUDY A. ROMANO
Attorney at Law
12581 New Brittany Blvd.
Fort Myers, Florida 33907
(941) 274-0303
FAX (941) 274-0304

December 3, 1997

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002362838--3
-12/04/97--01055--010
*****70.00 *****70.00

Re: S & B Enterprises, Inc.

Dear Sir or Madam:

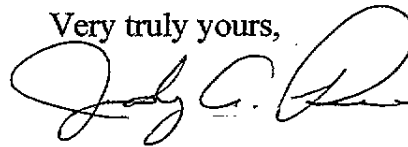
Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Please file the original and confirm such filing in writing at your earliest convenience.

A check in the amount of \$70.00 is enclosed for the filing fee.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Very truly yours,



Judy A. Romano

Enclosure
cc: Mr. Sam Eid

FILED
97 DEC -4 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/5/97-TM

**ARTICLES OF INCORPORATION
OF
S & B ENTERPRISES, INC.**

FILED
97 DEC -4 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, do hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is S & B Enterprises, Inc., and the address of the principal office and mailing address of the Corporation is 12516 State Road 80, Fort Myers, Florida 33905-1970.

ARTICLE II

Corporate Purpose

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of \$1.00 per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 12516 State Road 80, Fort Myers, Florida 33905-1970. The name of the initial registered agent of the Corporation at the registered office shall be Sam Eid.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two people. The Directors shall be elected annually in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

**Sam Eid
12516 State Road 80
Fort Myers, FL 33905**

**Robert Allen
12516 State Road 80
Fort Myers, FL 33905**

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

**Sam Eid
12516 State Road 80
Fort Myers, Florida 33905**

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 4th day of December, 1997.



Sam Eid, Incorporator

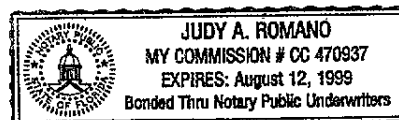
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 4th day of December, 1997, by Sam Eid, who is personally known to me, ~~or who has~~
~~produced~~ _____ as identification.



Notary Public

Judy A. Romano
Printed Name



CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

S & B Enterprises, Inc., in compliance with Section 48.091, Florida Statutes, submit the following:

S & B Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Fort Myers, Lee County, Florida, has named Sam Eid, as its registered agent to accept service of process within Florida.

**S & B Enterprises, Inc.,
a Florida corporation,**

By: 
Sam Eid, Incorporator

Date: December 4, 1997

ACCEPTANCE OF REGISTERED AGENT

FOR

S & B ENTERPRISES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Sam Eid, having been named to accept service of process for S & B Enterprises, Inc., at the place designated in the Articles of Incorporation, hereby accept the obligations of a registered agent under the Florida Business Corporation Act.


Sam Eid

December 4, 1997
Date