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FROM: GOLDENBERG & GOLDENBERG
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NAME: THREE S ENTERPRISES, INC.

AUDIT NUMBER.....H98000001706

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

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PROFESSIONAL OFFICES

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FLORIDA DEPARTMENT OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1998

GOLDENBERG & GOLDENBERG

SUBJECT: THREE S ENTERPRISES, INC.
REF: W98000001818

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FAX AUDIT NUMBER:H98000001706

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****THREE S HOLDINGS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I**NAME**

The name of this corporation shall be **THREE S HOLDINGS, INC.**

ARTICLE II**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One (\$1.00) Dollar par value.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H98000001706

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ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective January 27, 1998.

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: Suite 2304, 3100 North Ocean Blvd., Fort Lauderdale, Florida 33308.

ARTICLE VI

REGISTERED AGENT

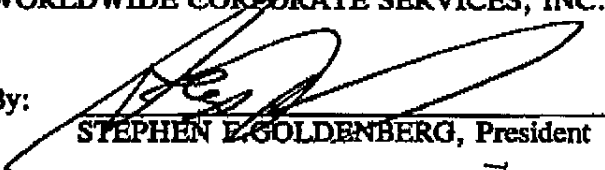
The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: January 27, 1998.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN E. GOLDENBERG, President

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ARTICLE VII

DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name and Address

Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 27, 1998.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDENBERG
Incorporator and Registered Agent

FAX AUDIT NUMBER:H98000001706

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEPHEN F. GOLDENBERG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on January 27, 1998.

Darlene Boelli

Signature of Notary Public

Darlene Boelli

Typed/Printed Name of Notary Public
Notary Public, State of Florida
My Commission Expires:

