

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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S + B Group, Inc.

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-02/05/98--01022--016
*****78.75 *****78.75

- Art of Inc. File _____ EFFECTIVE DATE 02-04-98
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF CORPORATIONS

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

AS 2/6/98 9:49

RP
02-05-98

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ARTICLES OF INCORPORATION

OF

S&R GROUP, INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

EFFECTIVE DATE

02-04-98

The name of this corporation is:

S&R GROUP, INC.

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTERED AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be Vanessa N. Cohn, Esquire, and the initial registered office shall be at 705 West Azele Street, Tampa, Florida 33606. The principal office and mailing address of the Corporation is 1012 N. Riverhills Drive, Temple Terrace, Florida 33617.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have two members whose names and addresses are as follows:

Raymond Sever: 1012 N. Riverhills Drive, Temple Terrace, Florida 33617.

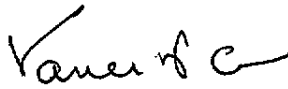
Henry M. Ramseur: 1012 N. Riverhills Drive, Temple Terrace, Florida 33617.

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

The incorporator of this Corporation is Vanessa N. Cohn, Esquire, whose address is 705 West Azele Street, Tampa, Florida 33606.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this February 4, 1998.



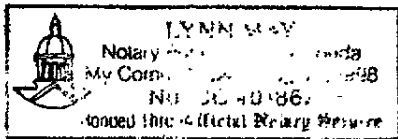
Vanessa N. Cohn

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation for S& R GROUP, INC., were acknowledged before me this February 4, 1998, by Vanessa N. Cohn, who is personally known to me OR has produced a Florida driver's license as identification.



Lynn May
Notary Public - State of Florida at Large
My commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for S&R GROUP, INC., at 705 West Azeele Street, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

Vanessa N. Cohn
Registered Agent