

P98000018799

February 16, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: S and A Management Company, Inc.

To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to:

Stanley Waxman
S and A Management Company, Inc.
2870 N.E. 9th Street
Pompano Beach, Florida 33062
(954) 788-0858

FAX (954) 788-1021

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-02/26/98--01034--006
*****70.00 *****70.00

FILED
98 FEB 26 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

Stanley Waxman
Stanley Waxman

98 2-26-98

ARTICLES OF INCORPORATION

OF

S AND A MANAGEMENT COMPANY, INC.

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

ARTICLE I - NAME

The name of the corporation shall be:

S AND A MANAGEMENT COMPANY, INC.

ARTICLE II - PRINCIPAL OFFICE

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

2870 N.E. 9th Street
Pompano Beach, Florida 33062

ARTICLE III - CAPITAL STOCK

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

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Stanley Waxman
2870 N.E. 9th Street
Pompano Beach, Florida 33062

ARTICLE V - INCORPORATOR (S)

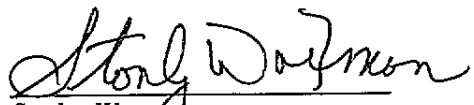
The name (s) and street address (es) of the incorporator (s) to these Articles of Incorporation:

Stanley Waxman
2870 N.E. 9th Street
Pompano Beach, Florida 33062

ARTICLE VI - PURPOSES

Business Purpose: This Corporation is organized for the purpose of consulting services; real estate investment; real estate rentals, marketing and management.

The undersigned has (have) executed these Articles of Incorporation this 29 day of February, 1998.


Stanley Waxman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

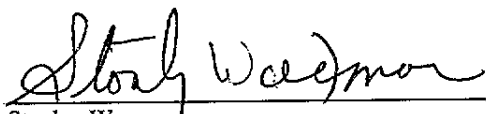
1. The name of the Corporation is:

S and A Management Company, Inc.

The registered agent and office is:

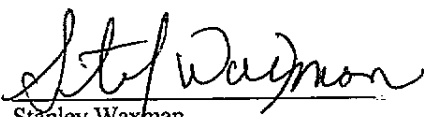
Stanley Waxman
2870 N.E. 9th Street
Pompano Beach, Florida 33062

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Stanley Waxman

2/20/98
DATE

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.


Stanley Waxman

2/20/98
DATE