

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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98 MAR 16 AM 11:12

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S&W Holdings, Inc.

- ☒ Art of Inc. File _____
- _____ 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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ARTICLES OF INCORPORATION

OF

S & W HOLDINGS, INC.

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The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE 1

NAME

The name of the corporation shall be

S & W HOLDINGS, INC.

The address of the principal office of this corporation
shall be:

7491 North Federal Highway

SUITE 169

Boca Raton, Florida 33487

ARTICLE 11

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful
activities or business permitted under the laws of the United
States, the State of Florida or any other state, country,
territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized
to have outstanding at any one time is 10,000 shares of common stock, \$.01 par
value per share.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial director of this corporation is:

WILLIAM SEARS

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Jeffrey G. Klein

23123 STATE ROAD SEVEN

Suite 350-B

BOCA RATON, FLORIDA 33428

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**JEFFREY G. KLEIN, ESQUIRE
SUITE 350-B
23123 STATE ROAD SEVEN
BOCA RATON, FLORIDA 33428**

ARTICLE VIII

ELECTIONS

The Corporation expressly elects not to be governed by the provisions of Section 607.0901 and 607.0902 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 9th day of March, 1998.


JEFFREY G. KLEIN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above Articles of Incorporation is familiar with and accepts the obligation of the position of Registered agent under Section 607.0505 Florida Statutes.


JEFFREY G. KLEIN, REGISTERED AGENT

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