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TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 PM 3:06

Subject: S.C.S. Group of North America, Inc.

900002489619--4
-04/15/98--01062--001
*****78.75 *****78.75

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$78.75 for the filing fee and certificate to incorporate the below mentioned proposed corporation.

FROM: S.C.S. Group of North America, Inc.
5912 Kumquat Road
West Palm Beach, FL 33413
561-640-7995

RP
04-16-98

ARTICLES OF INCORPORATION

of

S.C.S. GROUP OF NORTH AMERICA, INC.

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of FLORIDA.

ARTICLE I - DURATION

This corporation shall exist perpetually unless dissolved according to FLORIDA Law.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of FLORIDA.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is William Scott Burrell, 5912 Kumquat Road, West Palm Beach, Florida 33413.

The principal mailing address of the corporation is S.C.S. GROUP OF NORTH AMERICA, INC. 5912 Kumquat Road, West Palm Beach, Fl 33413

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

William Scott Burrell
5912 Kumquat Road
West Palm Beach, Fl 33413

Calno Mangum
3730 E. Sandpiper Drive, #10
Boynton Beach, Fl 33463

Christopher J. Ivins
16785 83rd Place North
Loxahatchee, Fl 33470

ARTICLE VII - INCORPORATORS

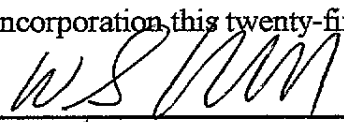
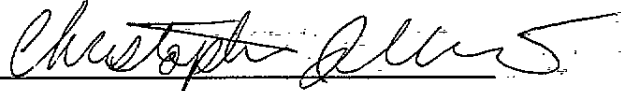
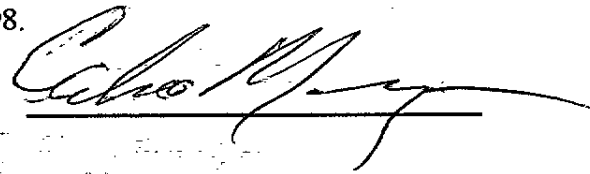
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

William Scott Burrell
5912 Kumquat Road
West Palm Beach, Fl 33413

Calno Mangum
3730 E. Sandpiper Drive, #10
Boynton Beach, Fl 33463

Christopher J. Ivins
16785 83rd Place North
Loxahatchee, Fl 33470

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this twenty-fifth day of March, 1998.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

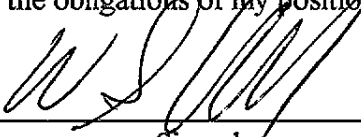
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: S.C.S. Group of North America, Inc.
2. The name and address of the registered agent and office is:

William Scott Burrell
5912 Kumquat Road
West Palm Beach, FL 33413

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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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signed



Date