(((H98000007564 1)))

DIVISION OF CORPORATIONS TO:

FAX #:

(850) 922-4001

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#:

075350000065

CONTACT: IRIS HAIBI PHONE: (954)525-7500

FAX #:

(954) 761-8475

NAME: S&B GROWTH, INC.

AUDIT NUMBER..... H98000007564

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

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ARTICLES OF INCORPORATION OF S&B GROWTH, INC.

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I NAME

The name of this Corporation is:

S&B Growth, Inc.

ARTICLE II PURPOSE

98 APR 22 PM 3: 31
SECRETARY OF STATE
TALL:AHASSEE, FLORIB

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The principal office and mailing address of this Corporation is:

6301 Falls Circle Drive North, #212 Lauderhill, FL 33319

Prepared by:

Steven C. Elkin, Esq. Bar No. 712566 Tripp, Scott, Conklin & Smith P.O. Box 14245 Fort Lauderdale, FL 33302 (954) 525-7500

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ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Burton Rein 6301 Falls Circle Drive North, #212 Lauderhill, FL 33319

ARTICLE VI INCORPORATOR

The name and street address of the Incorporator is:

Burton Rein 6301 Falls Circle Drive North, #212 Lauderhill, FL 33319

ARTICLE VII AMENDMENT

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 21st day of April, 1998.

Burton Rein, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

Burton Rein, Registered Agent