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JOHN CRIDER
OF COUNSEL

April 22, 1998

Ms. Doris McDuffie
State of Florida
Corporation Division
The Old Jail
409 East Gaines Street
Tallahassee, FL 32301

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-04/27/98--01029--013
****245.00 ****122.50

**RE: ARTICLES OF INCORPORATION -
S & P HOLDING COMPANY, INC.**

Dear Ms. McDuffie:

Enclosed please find an original and one copy of the Articles of Incorporation for the corporation enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also, enclosed you will find a check or money order payable to the Secretary of the State of Florida to cover the applicable fees for Articles of Incorporation.

If you have any questions, please contact me at the number shown above. Thank you as usual for your assistance. With kindest personal regards, I am

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.

Ricardo L. Gilmore /tg
Ricardo L. Gilmore, Esq.

RLG/tg

enclosure

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Rmg
4/27/98

FILED
98 APR 24 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
S & P HOLDING COMPANY, INC.**

FILED
98 APR 24 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is *S & P HOLDING COMPANY, INC.*

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To engage in the ownership, management, marketing, and promotion of a company and subsidiary companies engaging in the research and development of products and the development of interface for technological use, and any and all attendant services thereto;

To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, invest, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and

evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof;

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others;

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations;

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof;

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as

each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE FOUR - CAPITALIZATION

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one dollar (\$1) per share. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any shares of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof.

The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office is One Barnett Plaza, 101 East Kennedy Blvd., Suite 3200, Tampa, Florida 33601, and the name of the corporation's registered agent at such address is *Ricardo L. Gilmore, Esq.*

ARTICLE SIX - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), and the name(s) and address(es) of the person(s) who are to serve as the initial director(s) and officer(s) are:

<u>Name</u>	<u>Address</u>
<i>Charles Lawrence Kennedy</i> <i>President</i>	<i>4701 East Hanna Avenue</i> <i>Tampa, Florida 33610</i>

Charlie Woody Richards
Secretary-Treasurer

5822 28th Avenue North
St. Petersburg, Florida 87701

ARTICLE SEVEN - INCORPORATOR

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
<i>Charles Lawrence Kennedy</i> <i>President</i>	<i>4701 East Hanna Avenue</i> <i>Tampa, Florida 33610</i>
<i>Charlie Woody Richards</i> <i>Secretary-Treasurer</i>	<i>5822 28th Avenue North</i> <i>St. Petersburg, Florida 87701</i>

ARTICLE EIGHT - PRE-EMPTIVE RIGHTS

When the Board of Directors so determine, the increased stock provided for by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the Board of Directors, pro rata to the stockholders of record who may desire to subscribe for such stock.

ARTICLE NINE - FISCAL YEAR

The fiscal year of this corporation shall commence on January first and end on December thirty-first, each year unless otherwise changed pursuant to the bylaws of the corporation.

ARTICLE TEN - "S" CHAPTER CORPORATION

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE ELEVEN - TRANSFER OF STOCK

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

ARTICLE TWELVE - NONASSESSIBILITY OF STOCK

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

ARTICLE THIRTEEN - BOARD OF DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

ARTICLE FOURTEEN - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

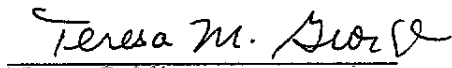
IN WITNESS HEREOF, WE HAVE EXECUTED THESE Articles of Incorporation
in duplicate on April 1, 1998.

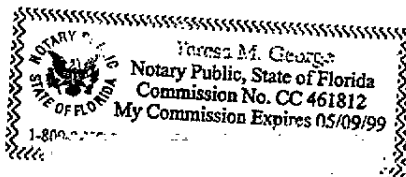

CHARLES LAWRENCE KENNEDY


CHARLIE WOODY RICHARDS

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation was acknowledged this 1st day of April, 1998 in the State and County set forth above by CHARLES LAWRENCE KENNEDY, President of *S & P HOLDING COMPANY, INC.*, a Florida corporation, on behalf of the corporation. He is to me personally known, did not produce any identification and did not take an oath.

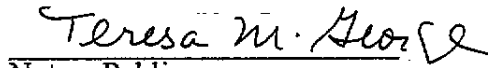

Notary Public
State of Florida at Large

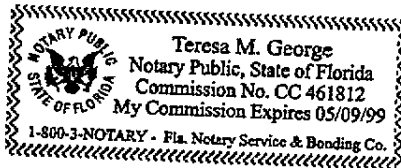


My Commission Expires:

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation was acknowledged this 1st day of April, 1998 in the State and County set forth above by CHARLIE WOODY RICHARDS, Secretary-Treasurer of *S & P HOLDING COMPANY, INC.*, a Florida corporation, on behalf of the corporation. He is to me personally known, did not produce any identification and did not take an oath.


Notary Public
State of Florida at Large



My Commission Expires:

WR hereby affix our signatures below as Incorporators of *S & P HOLDING COMPANY, INC.*


CHARLES LAWRENCE KENNEDY


CHARLIE WOODY RICHARDS

CERTIFICATE

FILED

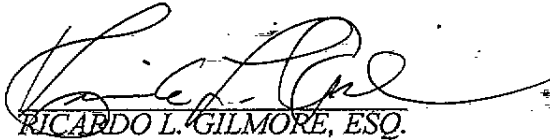
98 APR 24 AM 11:10

That *S & P HOLDING COMPANY, INC.* desiring to organize under the laws of the State of Florida, with its principal office at *4701 East Hanna Avenue*, City of Tampa, County of Hillsborough, State of Florida 33610, has named Ricardo L. Gilmore, Esq., located at One Barnett Plaza, 101 East Kennedy Blvd., Suite 3200, City of Tampa, County of Hillsborough, State of Florida 33601, as its registered agent to accept service of process within this State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.



RICARDO L. GILMORE, ESQ.