

KOPELOWITZ, SAAVEDRA & PELOSI

An Association of Professional Associations
Not a Partnership

312 Southeast 17th Street, Second Floor
Fort Lauderdale, Florida 33316

(954) 767-6333
FACSIMILE (954) 767-8111

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -5 PM 2:29

HARVEY G. KOPELOWITZ**
DAMASO W. SAAVEDRA*
NANCY D. PELOSI**
ALLYSON D. GOODWIN*

Also of Counsel
MARIO THOMAS GABOURY***
MORNA A. MURRAY*
JOSEPH GREIF****

OF COUNSEL
DARRYL J. TOMPKINS**

*MEMBER OF THE FLORIDA, CONNECTICUT,
AND WASHINGTON D.C. BAR
**MEMBER OF THE FLORIDA BAR
***MEMBER OF THE CONNECTICUT BAR
****MEMBER OF THE WASHINGTON D.C.,
AND NEW YORK BAR

Washington D.C. Office:
10307 Dunn Meadow Road
Vienna, Virginia 22182
Telephone (703) 759-5888
Facsimile (703) 759-6855

March 5, 1998

File No. 9709

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-04/03/98--01084--017
****122.50 ****122.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: S & H HOLDINGS, INC.

Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Incorporation immediately; obtain a certified copy of same and call our office when this has been accomplished.

A check is also enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation, the \$35.00 fee for filing the Designation of Resident Agent for a total of \$122.50.

Also enclosed is the executed Resident Agent form and one copy.

RP
05-05-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 6, 1998

KOPELOWITZ, SAAVEDRA & PELOSI
312 S.E. 17TH STREET
SECOND FLOOR
FORT LAUDERDALE, FL 33316

SUBJECT: S & H HOLDINGS, INC.
Ref. Number: W98000007641

We have received your document for S & H HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 998A00018211

ARTICLE OF INCORPORATION

OF

THE CONNECTICUT COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corprotion is **THE CONNECTICUT COMPANY**

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Acquisition of investment properties;
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent at such address is Damaso W. Saavedra. The mailing address of the principal office of the corporation is 312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Damaso W. Saavedra	312 S.E. 17th St., 2nd Floor Ft. Lauderdale, Florida 33316
Jeffrey Hockersmith	1620 N.W. 128th Drive #302 Sunrise, Florida 33323

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Damaso W. Saavedra	312 S.E. 17th St., 2nd Floor Ft. Lauderdale, Florida 33316
Jeffrey Hockersmith	1620 N.W. 128th Drive #302 Sunrise, Florida 33323

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 11th day of March, 1998.


DAMASO W. SAAVEDRA

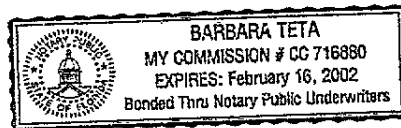

JEFFREY HOCKERSMITH

State of FLORIDA
County of BROWARD

The foregoing instrument was acknowledged before me this 11th day of MARCH, 1998 by DAMASO W. SAAVEDRA who is personally known to me or who has produced _____ as identification and who ~~did~~/did not take an oath.


Notary Public

My Commission Expires:

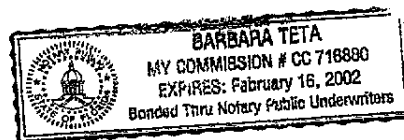


State of FLORIDA
County of BROWARD

The foregoing instrument was acknowledged before me this 11th day of MARCH, 1998 by JEFFREY HOCKERSMITH who is personally known to me or who has produced _____ as identification and who ~~did~~/did not take an oath.


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that THE CONNECTICUT COMPANY desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida, has named DAMASO W. SAAVEDRA located at 312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316 as its agent to accept service of process within Florida.

THE CONNECTICUT COMPANY

Damaso W. Saavedra

Date: March 11, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Damaso W. Saavedra

Date: March 11, 1998

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