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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

FAX #:

CONTACT: TERESA ROMAN PHONE: (850) 385-6735
(850) 561-1025

NAME: S & P ENTERPRISES OF SOUTH FLORIDA, INC. AUDIT NUMBER.....H98000009269
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S & P ENTERPRISES OF SOUTH FLORIDA, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be S & P ENTERPRISES OF SOUTH FLORIDA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. The primary business of this corporation shall be sales.

ARTICLE III - CAPITAL STOCK

This maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$1.00 par value per share.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same, kind, class or series as that which he or she already holds, shall have the right to purchase his or her 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.

Prepared by: Joseph D. Swiderski, Esq.
513 N. State Road 7
Margate, Florida 33063
(954) 972-1800
Florida Bar No.: 294764

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 5541 S.W. 8th Court, Margate, Florida 33068. The name of the initial registered agent of this Corporation at this address is: Patricia M. Egbert

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Samuel C. Egbert
5541 S.W. 8th Court
Margate, Florida 33068

President/Secretary

Patricia M. Egbert
5541 S.W. 8th Court
Margate, Florida 33068

Vice-President/Treasurer

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Patricia M. Egbert, 5541 S.W. 8th Court, Margate, Florida 33068.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto, and any right conferred upon the shareholders

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is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 15th day of May, 1998.

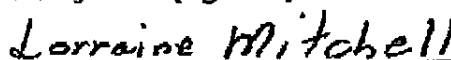


PATRICIA M. EGBERT, Incorporator

SWORN TO and SUBSCRIBED before me this 15th day of May, 1998, by PATRICIA M. EGBERT, who is personally known to me

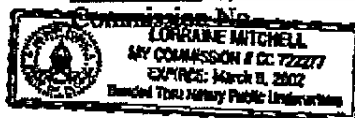


Notary Public (Signature)



Type or Print Name of Notary Public

My Commission Expires:



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**STATE OF FLORIDA
DEPARTMENT OF STATE**

**Certificate Designation Place of Business of Domicile for the Service of Process within this State,
Naming Agent upon whom process may be served, and names and addresses of the Officers and
Directors.**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

S & P ENTERPRISES OF SOUTH FLORIDA, INC.

**A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its
principal office 5541 S.W. 8th Court, in the City of Margate, County of Broward, State of
Florida, designates Patricia M. Egbert, as its agent to accept service of process within this State.**

OFFICERS and DIRECTORS:

**Samuel C. Egbert
5541 S.W. 8th Court
Margate, Florida 33068**

President/Secretary

**Patricia M. Egbert
5541 S.W. 8th Court
Margate, Florida 33068**

Vice-President/Treasurer

BY:


PATRICIA M. EGBERT

ACCEPTANCE:

**I agree as Resident Agent to accept Service of Process; to keep the office open during
prescribed hours; to post my name (and any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some conspicuous place in office as
required by law.**


PATRICIA M. EGBERT

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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