

P 98 0000 63065

Robert A. Serrone

6761 Royal Melbourne Drive, Miami FL 33015

(305) 829-6163

FILED
98 JUL 15 AM 9:27
TALLAHASSEE, FLORIDA

07/13/98

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

000002589510--3
-07/15/98--01035--010
****122.50 ****122.50

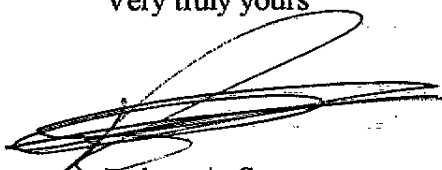
Re: S & P Group, Inc.

To Whom It May Concern:

Please find enclosed an original and one copy of the Articles of Incorporation for the above captioned corporation for filing. Please return the time stamped copy to the above address.

Additionally enclosed, please find a check in the amount of \$122.50 for the filing fees, etc. If there is anything further that you require please do not hesitate to contact me.

Very truly yours



Robert A. Serrone

F. CHESSE

JUL 17 1998

ARTICLES OF INCORPORATION

OF

S & P GROUP, INC.

FILED
98 JUL 15 AM 9:27
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY, that we the undersigned do hereby associate ourselves
into a corporation pursuant to the provisions of the Laws of the State of Florida,
providing for the formation of corporations for profit, and for the purposes and with the
powers hereinafter mentioned; and, to that end, we do by this Certificate set forth:

ARTICLE I. NAME

That the name of this corporation shall be:

S & P GROUP, INC.

ARTICLE III. NATURE OF BUSINESS

The primary nature of this corporations business will be to own and operate
commercial retail sites. This corporation may also engage or interact in any or all lawful
activities or business permitted under the laws of the United States, the State of Florida
or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

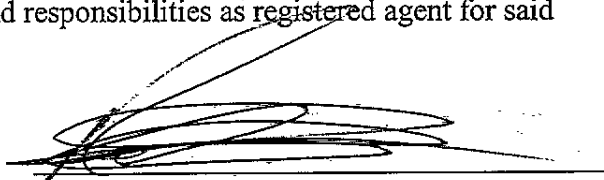
The maximum number of shares of stock that this corporation is authorized to
have outstanding at any one time is 1000 shares of common stock having a par value of
\$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

That the amount of capital with which this corporation will begin business shall
be One Hundred Dollars (\$100.00).

ARTICLE V. REGISTERED AGENT

The name of the initial registered agent of the corporation is Robert A. Serrone whose address is 6761 Royal Melbourne, Miami, Florida 33015. I am hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Robert A. Serrone

ARTICLE VI. TERM OF EXISTENCE

That the term for which this corporation shall exist shall be perpetual.

ARTICLE VII. ADDRESS

That the address of the principal office of the corporation in the State of Florida is: 6010 SW 148th Avenue, Ft. Lauderdale, FL 33330.

The Board of Directors may from time to time move the principal office to any other address in Florida and it may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary or desirable. Said corporation shall have the power to conduct its business outside the State of Florida, or in any or all the states and territories of the United States, including the District of Columbia and in any or all foreign countries and may have one or more offices in any said places.

ARTICLE VIII. DIRECTORS

That this corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders.

ARTICLE IX. INITIAL DIRECTORS AND OFFICERS

That the name and address of the first Board of Directors and officers, whom are of full age and whom, subject to the by-laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporations' existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robert A. Serrone	6761 Royal Melbourne Miami, Florida 33015	President Treasurer
Carlo Piccinonna	6010 SW 148th Avenue Ft. Lauderdale, FL 33330	Secretary Vice Pres.

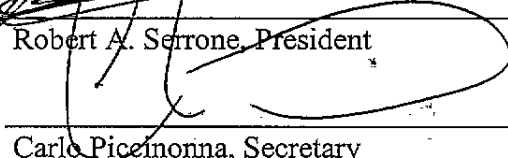
ARTICLE X. SUBSCRIBERS

Robert A. Serrone	49 Shares	264-35-0356
Carlo Piccinonna	51 Shares	264-33-4661

ARTICLE XI. AMENDMENTS

Those Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed by them to the stockholders and approved at the stockholders' meetings by majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation made.


Robert A. Serrone, President


Carlo Piccinonna, Secretary