

7/30/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: S & B SALES CENTER INC.

AUDIT NUMBER.....H98000014174

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

CERT. OF STATUS..0

PAGES.....4

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TALLAHASSEE FLORIDA

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(4)

ARTICLES OF INCORPORATION
OF
S & B SALES CENTER INC.

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be S & B SALES CENTER INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida at the following address, which is also the mailing address of the corporation: 20355 West Country Club Drive, Suite 522, Aventura, Florida 33180.

ARTICLE III

1. The number of shares of authorized capital stock in this corporation shall be one thousand (1,000) shares of common stock with a nominal or par value of \$1.00 each.
2. The capital stock may be paid for in property, labor, service, or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

Lea A. Salama, Esq.
888 S.E. Third Avenue
Suite # 400
Fort Lauderdale, Florida 33316
Tel.: (954) 524-8888
Fax : (954) 456-7062

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ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be 20355 West Country Club Drive, Suite 522, Aventura, Florida 33180, or at such locations as the corporation 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 and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

The name and street address of the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting, is:

NAME:

ADDRESS:

David Ayach

20355 West Country Club Drive
Suite 522
Aventura, Florida 33180

ARTICLE VIII

The initial registered office shall be at 888 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316. The initial registered agent at the same address shall be Lea A. Salama, Esq.

ARTICLE IX

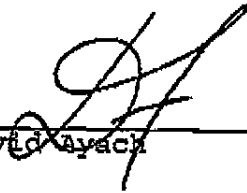
1. Any meeting of the stockholders may be held within or without the State of Florida.

2. Officers of the corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal 20th and caused these Articles of Incorporation to be executed this 20th day of July, 1998.

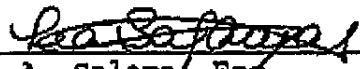
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David Ayach

REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO
COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE
OPEN.

By: 
Lea A. Salama, Esq.
Registered Agent

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