

Hamilton-Masters, Associates, Inc.

160 CENTER AVENUE

(ACCOUNTING ASSOCIATES)

HOLLY HILL, FLORIDA 32017

(904) 754-1754

FX: (904-254-8225)

JUN 3 1998

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

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***122.50 ***122.50

Attn: Steven Godfrey, New Filings Section

Dear Sir,

Enclosed are the **Articles of Incorporation** of **S.A.S. ENTERPRISES, INC.**, for filing, and a check in the amount of \$122.50 to cover the various filing fees.

Please return to our office all information as to date filed and charter number when they are filed.

Thank you in advance.

Sincerely,


John M. Masters
Hamilton-Masters, Assoc., Inc.

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TALLAHASSEE FLORIDA


AUG 12 1998

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1998

JOHN M. MASTERS
HAMILTON-MASTERS ASSOCIATES, INC.
1539 CENTER AVENUE
HOLLY HILL, FL 32017

SUBJECT: S.A.S. ENTERPRISES, INC.
Ref. Number: W98000018274

We have received your document for S.A.S. ENTERPRISES, 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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 398A00041852

ARTICLES OF INCORPORATION

OF

S.A.S. ENTERPRISES, INC.

of St. Johns County

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract, hereby undertaking to form a Corporation under the laws of the State of Florida.

ARTICLE I:

The name of the Corporation is:

S.A.S. ENTERPRISES, INC.

of St. Johns County

ARTICLE II:

This Corporation's principal business shall be the operation of a retail sales business which sells fresh fruits and produce, and a lawn maintenance and landscaping service, but shall encompass all related activities of those trades. It shall however, be allowed to transact all types of business lawful under the laws of the United States and the State of Florida, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fire or exposition.

ARTICLE III:

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is One Hundred Shares of Common Stock, No Par Value, all being fully paid and non-assessable. The consideration to be paid for

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each share shall be fixed by the existing shareholders, and shall be payable in lawful money, property or labor, and service.

ARTICLE IV:

The amount of capital with which this Corporation will begin business is not less than \$500.00.

ARTICLE V:

This Corporation shall have perpetual existence, unless terminated in the manner prescribed by law.

ARTICLE VI:

The street address of the principal office of the Corporation is 1760 Brian Way; St. Augustine, Florida 32086. The mailing address of the Corporation is P.O. Box 792; St. Augustine, Florida 32085, and the initial registered agent of this Corporation and his address is John M. Masters at 1539 Center Avenue; Holly Hill, Florida 32117-2021.

ARTICLE VII:

This Corporation shall not have less than one nor more than twelve directors. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII:

The name and street address of the members of the first Board of Directors, and the Officers of this Corporation are:

NAME:	ADDRESS:	OFFICE:
Scott A. Sizemore	1760 Brian Way St. Augustine, Fl. 32086	President

ARTICLE IX:

The name and street address of the subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

NAME:	ADDRESS:	SHARES:
Scott A. Sizemore	1760 Brian Way St. Augustine, Fl. 32086	100

The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE X:

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 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 XI:

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XII:

Any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XIII:

These 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 a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV:

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer or are Directors and/or officers of such Corporation, and any Director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the Corporation is interested, and no contract, or act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a

Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

No stock in the Corporation shall be sold, assigned, pledged or otherwise disposed of to any person not a shareholder in this Corporation unless the shareholder who proposes to dispose of his stock first offers the stock to the Corporation itself and to each of the other shareholders in the Corporation at the fair value as herinafter defined.

Fair value as used herein is defined as that which a willing buyer would pay to a willing seller. If the purchaser and seller of stock under the provisions above agree as to the amount of fair value, that amount shall govern. If they fail to agree, the amount of fair value shall be determined by an arbitrator selected by mutual consent of the parties.

Nothing herein contained shall be construed to prevent or restrict the passage of stock of this Corporation to heirs or legatees upon the death of a stockholder.

Any one acquiring the stock of this corporation by sale, pledge, assign, bequest, inheritance or otherwise, shall be subject to these restrictions upon alienation.

(SEAL) Scott A. Simone

STATE OF FLORIDA

COUNTY OF VOLUSIA

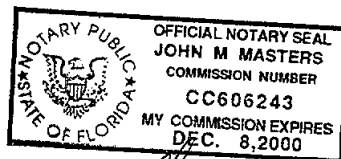
Before me, the undersigned authority, personally appeared

SCOTT A. SIZEMORE

To me well known to be the persons described in and who subscribed the above and foregoing Articles of Incorporation; and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Holly Hill, Florida, in the said county and State, this 23rd day of June, A.D., 1998.

John M. Masters
John M. Masters - Notary Public
State of Florida at Large
My Commission Expires:
Commission #:



ID: for Scott A. Sizemore: personally known

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE
SERVED.**

In pursuance of Chapter 48,091, Florida Statutes, the following is
submitted, in compliance with said Act:

First – that **S.A.S. ENTERPRISES, INC.**, desiring to organize under the laws of
the State of Florida with its principle office, as indicated in the Articles of
Incorporation, at the city of St. Augustine, Florida 32086, has named John M.
Masters, located at 1539 Center Avenue; Holly Hill, Florida 32117-2021, as it's
agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.

By: John M. Masters
Registered Agent

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