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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. S + J Worldwide Distribution Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Corporate
Filing

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

8-26
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ARTICLES OF INCORPORATION

OF

S & J WORLDWIDE DISTRIBUTION, INC.

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME OF THE CORPORATION

The name of this Corporation shall be *S & J WORLDWIDE DISTRIBUTION, INC.*

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

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Initial issue: 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

RHONDA B. STEIN-ROSENBERG

**One Hundred (100) Shares
as Tenants by the Entireties**

and

CRAIG A. ROSENBERG

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 6450 University Park Boulevard, Ste. E, Winter Park, Florida 32792 and the name of the initial registered agent at such address is RHONDA B. STEIN-ROSENBERG.

ARTICLE VI

PRINCIPAL OFFICE

The Principal Office of the corporation shall be 6450 University Park Boulevard, Ste. E, Winter Park, Florida 32792.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have Two (2) Directors constituting the initial Board of Directors. The Directors need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until her successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RHONDA B. STEIN-ROSENBERG	6450 University Park Boulevard, Ste. E Winter Park, Florida 32792
CRAIG A. ROSENBERG	6450 University Park Boulevard, Ste. E Winter Park, Florida 32792

ARTICLE VIII

INCORPORATORS

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RHONDA B. STEIN-ROSENBERG	6450 University Park Boulevard, Ste. E Winter Park, Florida 32792

ARTICLE IX

PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

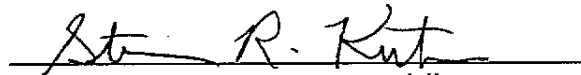
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this 24th day of August, 1998.

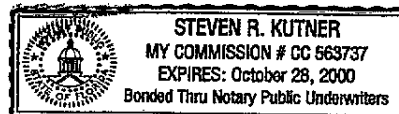

RHONDA B. STEIN-ROSENBERG

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 24th day of August, 1998, by **RHONDA B. STEIN-ROSENBERG**, who has produced a driver's license as identification or who is personally known to me.


Steven R. Kutner, Notary Public
Commission No. CC563737
My Commission Expires:



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

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

*That **S & J WORLDWIDE DISTRIBUTION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Winter Park, Orange County, State of Florida, has named **RHONDA B. STEIN-ROSENBERG** located at **6450 University Park Boulevard, Ste. E, Winter Park, Florida 32792** as its agent to accept service of process within this state.*

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: August 24, 1998


RHONDA B. STEIN-ROSENBERG

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