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LAW OFFICES OF  
JAMES H. RICHEY, P.A.

A PROFESSIONAL ASSOCIATION  
MELBOURNE PROFESSIONAL COMPLEX  
1600 SARNO ROAD  
SUITE 4

MELBOURNE, FLORIDA 32935

TELEPHONE (407) 242-7552

TELECOPIER (407) 242-7771

November 12, 1998

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

700002689857--0  
-11/17/98--01074--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: S & S Financial USA, Inc.

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation to be filed for the above referenced corporation.

Also enclosed is a check in the amount of \$70.00 for the following fees incurred with same:

Filing Fee..... \$35.00  
Designated Registered Agent. \$35.00  
Total..... \$70.00

Please return a copy of the Articles of Incorporation to 1600 Sarno Road, Suite 4, Melbourne, Florida 32935.

If you have any questions regarding the above, please do not hesitate to contact me. I thank you for your attention to this matter.

Sincerely,

  
James H. Richey, Esquire

JHR/gc  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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B. BROCK NOV 20 1998

ARTICLES OF INCORPORATION  
OF  
S & S FINANCIAL USA, INC.

ARTICLE I - NAME

The name of this corporation is S & S Financial USA, Inc. and is located at 551 S. Apollo Blvd, Suite 103, Melbourne, FL 32901.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1600 Sarno Road, Suite 4, Melbourne, Florida 32935 and the name of the initial registered agent of this corporation at that address is James H. Richey, Esquire.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

**NAME**

**ADDRESS**

Linda G. Hollis

551 S. Apollo Blvd, Suite 103  
Melbourne, FL 32901

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

**NAME**

**ADDRESS**

Linda G. Hollis

551 S. Apollo Blvd, Suite 103  
Melbourne, FL 32901

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another

capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12<sup>th</sup> day of November, 1998.

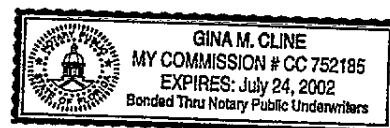
Linda G. Hollis  
Linda G. Hollis

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of November, 1998, by Linda G. Hollis, who is personally known to me or who produced the following identification Fla. Drivers License and who did take an oath.

NOTARY PUBLIC:

Sign: Gina M. Cline  
Print: Gina M. Cline  
State of Florida (SEAL)  
My Commission Expires



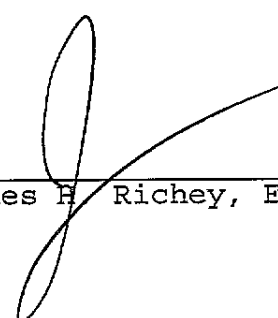
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that S & S FINANCIAL USA, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named James H. Richey, Esquire, located at 1600 Sarno Road, Suite 4, Melbourne, Florida 32935, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

  
\_\_\_\_\_  
James H. Richey, Esquire

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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