

P 99 0000/0459

January 18, 1999

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

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-01/29/99--01040--003

122.50 **78.75

To Whom It May Concern:

Please find enclosed check in the amount of One Hundred Twenty Two dollars and Fifty Cents (\$122.50), for filing the attached Articles of Incorporation (S & O Merchandise Brokers, Inc.).

Should there be any questions, please do not hesitate to call me.

Sincerely,

Seymore Williams

Seymore Williams
Encl.

ACCOUNTING & TAX SERVICES, INC.
1500 NORTHWEST 49TH STREET, SUITE 500
FORT LAUDERDALE • FL 33309

FILED
99 JAN 29 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER FEB 3 1999.

FILED
99 JAN 29 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S & O MERCHANDISE BROKERS, INC

The undersigned subscriber(s) to these Articles of Incorporation, are natural persons competent to contract, and hereby form a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation shall be

S & O MERCHANDISE BROKERS, INC.

The principal place of business of this corporation shall be 3153 NW 114th Avenue,
Coral Springs, Fl 33065-3105

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful business or activities as permitted under the laws of the United states, the State of Florida or any other State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 (One Hundred) shares of common stock having a \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3153 NW 114th Avenue, Coral Springs, FL 33065-3105, and the name of the registered agent at that address is **Seymore Williams**.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually. Every shareholder upon the sale for cash of any new stock of this 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 at the price at which it is offered to others.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporation that the corporation will qualify under section 1362 of the Internal Revenue Code and that the corporation will file as a Sub-Chapter S Corporation.

ARTICLE VII. DIRECTORS

The names and post office address of the members of the first Board of Directors; these said people are the subscribers of these Articles of Incorporation:

NAME	TITLE	POST OFFICE ADDRESS
Seymore Williams	President	3153 NW 114th Ave. Coral Springs, Fl 33065
Olivinne Beckford-Williams	V President	3153 NW 114th Ave. Coral Springs, Fl 33065

ARTICLE VIII.

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, the proceeds of which amount to One Hundred Dollars (\$100.00) are:

NAME	ADDRESS	# SHARES	VALUE
Seymore Williams	3153 NW 114th Ave. Coral Springs, Fl 33065	60	\$60.00
Olivinne B. Williams	3153 NW 114th Ave. Coral Springs, Fl 33065	40	\$40.00

ARTICLE IX. OTHER PROVISION

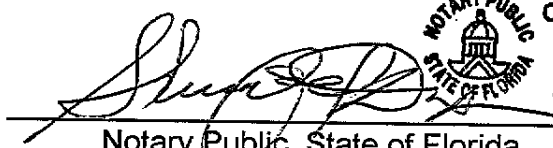
The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following; (a) a pension plan, (b) a profit-sharing plan; (c) a stock bonus plan; (d) a thrift and savings plan; (e) a restricted stock option plan; or (f) other retirement or incentive compensation plans.


State of Florida

County of Broward

Before Me, The undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, **Seymore Williams, Olivinne Beckford-Williams**, personally appeared to me, well known to be person(s) who executed the foregoing articles of Incorporation and they executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal this 25th day of JAN, 1999 at Fort Lauderdale, Broward County.


Notary Public, State of Florida



In Witness whereof, we, the undersigned, being the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business in the state of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares, herein above set forth, and hereunto set our hand seals this 25TH day of JANUARY, 1999

Signed, Sealed and Delivered

x Seymour Williams
Seymore Williams

Joseph B. Adkins
Witness

x Olivine Beckford Williams
Olivinne Beckford-Williams

Joseph B. Adkins
Witness

Stanford Dixon



STANFORD DIXON
COMMISSION # CC 501165
EXPIRES OCT 11, 1999
BONDED THRU
ATLANTIC BONDING CO., INC

Seymore Williams, Located at 3153 NW 114th Avenue, Coral Springs, FL 33065-3105; having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida statutes.

p Seymour Williams
Seymore Williams

1/25/99
Date

FILED
99 JAN 29 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA