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Stephen E. Tilley, CPA
206 Laymeadows Rd.
Jacksonville, FL 32217

City _____ # _____

Office Use Only

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

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(Corporation Name) (Document #)
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| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <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 |

| 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 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BRUCK MAR 8 1999

ARTICLES OF INCORPORATION

OF

S², INC.

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

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is S², Inc.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with par value of \$.10 per share. The sum of \$100.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. 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. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

The stock shall be issued pursuant to Section 1244 of the Internal Revenue Tax Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the Corporation is located in Clay County, Florida and the address is 1462 Pincrest Dr., Orange Park, FL 32073.

The name of the initial registered agent is Stephen E. Tilley, 4206 Baymeadows Road, Jacksonville, Florida 32217.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be a resident of the State of Florida or shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---|
| Robert Scott Miller | 1642 Pinecrest Dr. Orange Park, FL 32073 |
| Sara S. Miller | 1642 Pinecrest Dr. Orange Park, FL 32073 |

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---|
| Robert Scott Miller | 1642 Pinecrest Dr. Orange Park, FL 32073 |
| Sara S. Miller | 1642 Pinecrest Dr. Orange Park, FL 32073 |

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a 51% vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

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 shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - CUMULATIVE VOTING

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Duval County, Florida on this 15th day of March 1999.

Robert Scott Miller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss.:
COUNTY OF Duval)

Before me, the undersigned authority, Robert Scott Miller personally appeared, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to the law that she 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 official seal at Duval County, Florida,
this 15 day of March 1999.



NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as a registered agent of S², Inc.


Stephen E. Tilley