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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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FLORIDA PROFIT CORPORATION OR P.A.

S & M PARTNERS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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AFFIDAVIT

I, Edward Martin, as president of S & M Partners Corporation, do not intend to reinstate the dissolved corporation.

I release this name, S & M Partners Corporation, for the use of the following "Articles of Incorporation" to be filed as S & M Partners Corporation.

Signed this 2ND day of APRIL, 1999.

Signature *Edward Martin*

Edward Martin
Typed or printed name

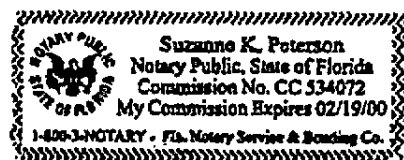
President
(Title)

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TALLAHASSEE FLORIDA

STATE OF: FLORIDA }
COUNTY OF: BROWARD }

Sworn and subscribed before me on this 2ND day of APRIL 1999 personally appeared Edward Martin.

Suzanne K. Peterson
NOTARY PUBLIC



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ARTICLES OF INCORPORATION
OF
S & M PARTNERS CORPORATION

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Article I - Name

The name of the corporation is: S & M Partners Corporation

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock at \$ 1.00 par value.

Article V - Principal Office and Agent

The street address of the corporation's initial principal office and the name of the initial registered agent at such address are as follows:

Edward Martin
7202 Promenade Drive, Apt #302E
Boca Raton, FL 33433

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1).

Edward Martin
7202 Promenade Drive, Apt #302E
Boca Raton, FL 33433

S.K. Peterson
Siler & Yaffe CPA
2419 Hollywood Blvd.
Hollywood, FL 33020 (954) 920-9450

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Article VII - Incorporator

The name and address of the person signing these articles is:

Edward Martin
7202 Promenade Drive, Apt #302E
Boca Raton, FL 33433

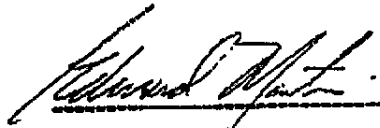
Article VIII - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article IX - Amendment

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

In witness whereof, the undersigned subscriber has executed these articles of incorporation on this 2nd day of April, 1999.



Edward Martin

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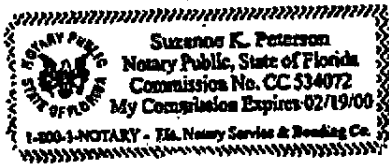
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STATE OF: FLORIDA }
COUNTY OF: BROWARD }

BEFORE ME, a notary public authorized to take acknowledgments in the State and County met forth above personally appeared Edward Martin, known to me and known by me to be the person who has executed the foregoing Articles of Incorporation and she acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 2nd day of April 1999.

My Commission Expires:



Suzanne K. Peterson
Notary Public
State of Florida at Large

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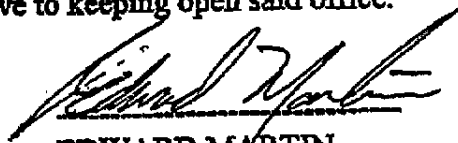
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted:

First-That S & M PARTNERS CORPORATION desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at the city of Boca Raton, County of PALM BEACH, State of FLORIDA, has named EDWARD MARTIN located at 7202 Promenade Drive, Apt 302E, Boca Raton, Florida 33433 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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.


EDWARD MARTIN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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