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ALEXANDER, DAMBRA & DUHL, P.A.

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November 19, 1999

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Division of Corporations

Re: SAS Financial Services, Inc.

200003055852--0
-11/29/99--01144--006
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of SAS Financial Services, Inc. Please file the original with your office and return the copy to me stamped "filed". I have also enclosed our firm's check in the amount of \$70.00 which represents the filing fee.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,


Karen Levin Alexander

KLA:cmo
Enclosures
cc: Steven Sucher
SECSTATE.LTR

FILED
99 NOV 29 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN DEC - 2 1999

**ARTICLES OF INCORPORATION
OF
SAS FINANCIAL SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be SAS Financial Services, Inc. with its principal office address: 1014 Green Pine Boulevard, Unit H-1, West Palm Beach, Florida 33409.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

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/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 1014 Green Pine Boulevard, Unit H-1, West Palm Beach, Florida 33409, and the name of the initial registered agent of this Corporation at that address is: Steven A. Sucher.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial Director of this Corporation are as follows:

Steven A. Sucher	1014 Green Pine Boulevard, Unit H-1 West Palm Beach, Florida 33409
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ARTICLE VIII

By-laws

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

ARTICLE IX

Indemnification

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Incorporator

The name and address of the person signing these Articles is as follows: Steven A. Sucher, 1014 Green Pine Boulevard, Unit H-1, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of November 1999.

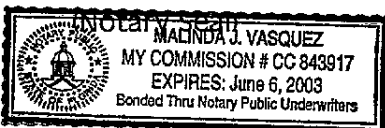

Steven A. Sucher

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of November 1999, by Steven A. Sucher, who is personally known to me or who has produced Florida ID as identification.

Driver's License
S 260-781-44-242-0


Notary Public, State of Florida
My Commission Expires:



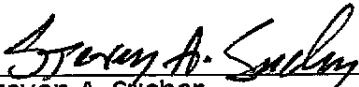
Malinda J. Vasquez
Print Name of Notary Public

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

99 NOV 29 AM 10:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

FIRST: THAT SAS FINANCIAL SERVICES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1014 GREEN PINE BOULEVARD, UNIT H-1, WEST PALM BEACH, FLORIDA 33409, HAS NAMED STEVEN A. SUCHER, LOCATED AT 1014 GREEN PINE BOULEVARD, UNIT H-1, WEST PALM BEACH, FLORIDA 33409, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Steven A. Sucher
President

17 November, 1999
(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


Steven A. Sucher

17 November, 1999
(Date)

CORP\SAS.AOC