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ACCOUNT NO. : 072100000032

REFERENCE : 877421 4337904

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL - 1 PM 3:30

ORDER DATE : July 1, 1998

ORDER TIME : 1:07 PM

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ORDER NO. : 877421-005

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN, P.A.

Suite 2400
One Se 3rd Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: S3 PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS:

g 7/1/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL - 1 PM 1:54

EFFECTIVE DATE

6/25/98

ARTICLES OF INCORPORATION
OF
S3 PARTNERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 3:30

ARTICLE I
Name

The name of the corporation is **S3 PARTNERS, INC.**

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 25th day of JUNE, 1998.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 6498 N.W. 31st Terrace Boca Raton, FL 33496, and the name of the initial registered agent of this corporation at that address is: Steven Adler.

ARTICLE VI
Initial Board of Directors

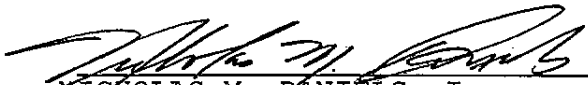
This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than ONE (1). The

name and address of the initial directors of this corporation are: Sylvia Adler, 90 Edgewater Drive, Unit #524, Coral Gables, Florida 33133, Sheryl Gasman, 90 Edgewater Drive, Apt. #825, Coral Gables, Florida 33133 and Steven Adler, 6498 N.W. 31 Terrace, Boca Raton, Florida 33496.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Nicholas M. Daniels, Esq., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131 .

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25th day of JUNE, 1998.




NICHOLAS M. DANIELS, Incorporator

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 25th day of June, 1998, by NICHOLAS M. DANIELS, ESQ., who is personally known to me ~~or who has produced~~ _____ as identification.



Notary Public, State of Florida
at Large
Leticia Companioni

Type/Print/or Stamp Name of Notary

My Commission Expires:

OFFICIAL NOTARY SEAL
LETICIA COMPANIONI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC656648
MY COMMISSION EXP. JULY 5, 2001

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

S3 PARTNERS, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **S3 PARTNERS, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: c/o 6498 N.W. 31st Terrace, Boca Raton, FL 33496, has named Steven Adler, located at 6498 N.W. 31st Terrace, Boca Raton, FL 33496, as its agent to accept service of process within this state.

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 provision of said Act relative to keeping open said office.



STEVEN ADLER

W:\ADLER\FLP\ARTICLES.INC

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