

P99000021396

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

City _____ # _____

Office Use Only

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

1. _____
(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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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAR -4 PM 4: 18

B. BRONN MAR 8 1999

Examiner's Initials _____

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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SECRETARY OF STATE
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.

