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**Brady & Brady, P.A.**

**Attorneys at Law**

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Frank R. Brady\*  
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December 13, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/20/99--01011--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of SDR Distribution, Inc.

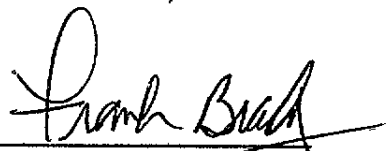
Gentlemen:

Enclosed is the original articles of incorporation of SDR Distribution, Inc., together with a check in the amount of \$78.75 to cover the filing fee, registered agent fee and certificate of status. Please file the original articles and return a date stamped copy to me together with a certificate of status, at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By:   
Frank R. Brady, Esq.

FRB/nb  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FL 32310

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ARTICLES OF INCORPORATION  
OF

SDR Distribution, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is SDR Distribution, Inc.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 2,000 shares of common stock having a par value of \$1 per share. All such shares shall be of a single class and of equal right and power.

4.02 The shareholders shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The names and addresses of the initial shareholders and board of directors of the corporation are as follows: Steven D. Robyor, 200 NE 20<sup>th</sup> Street, Apartment 121E, Boca Raton, FL 33434.

ARTICLE FIVE

5.01 The mailing address of the initial principal corporate office of the corporation is 200 NE 20<sup>th</sup> Street, Apartment 121E, Boca Raton, FL 33434.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for this corporation to accept service of process within the State of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida is Frank R. Brady, Esq., Brady & Brady, P.A., 370 Camino Gardens Blvd., Suite 200C, Boca Raton, Florida 33432.

#### ARTICLE SIX

The name and address of the incorporator of this corporation is Jason Robyor, 200 NE 20th Street, Suite 210, Apartment 210, Boca Raton, FL 33434. Said incorporator is over the age of eighteen (18) years, sui juris and a resident of the State of Florida.

#### ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

#### ARTICLE EIGHT

The capital stock of the Corporation shall be subject to the restrictions upon the sale, pledge, assignment, transfer or other disposition thereof contained in an agreement among shareholders maintained at the principal corporate office of the Corporation.

#### ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

#### ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 10<sup>th</sup> day of December 1999.


  
Jason Robyor  
Incorporator

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process  
Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted in compliance with the Florida General Business  
Corporation Act:

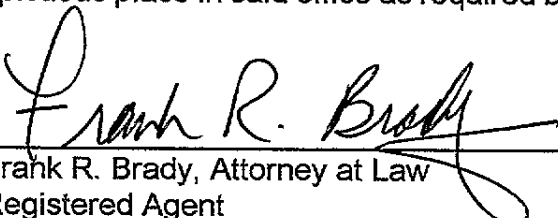
SDR Distribution, Inc. is a corporation organized under the laws of the State of  
Florida, with its Registered Office located at 370 W. Camino Gardens Blvd., Suite 200C,  
in the city of Boca Raton, County of Palm Beach and State of Florida 33432, and has  
named Frank R. Brady, Attorney at Law as agent to accept service of process within this  
State at the office specified in his acceptance below.

  
Jason Roby  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I hereby agree, as Registered Agent of SDR Distribution, Inc., to accept Service of  
Process; to keep my office at 370 W. Camino Gardens Blvd, Suite 200C, Boca Raton, FL  
33432 open during the hours prescribed by §48.081, Florida Statutes; to post my name  
(and any other officers of said corporation authorized to accept service or process at the  
Florida designated address) in some conspicuous place in said office as required by law.

  
Frank R. Brady, Attorney at Law  
Registered Agent