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ACCOUNT NO. : 072100000032

REFERENCE : 773284 4338438

AUTHORIZATION : Patricia Pizano

COST LIMIT : \$ 70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 24 PM 1:45

ORDER DATE : July 24, 2000

ORDER TIME : 10:53 AM

ORDER NO. : 773284-005

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CUSTOMER NO: 4338438

CUSTOMER: Dana Knollenberg, Legal Asst
Ginsberg & Brusilow, P.c.

14785 Preston Road
Suite 750, Lb 64
Dallas, TX 75240

DOMESTIC FILING

NAME: SDC FLORIDA MANAGEMENT
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 7/24/00

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ARTICLES OF INCORPORATION

OF

SDC FLORIDA MANAGEMENT SERVICES, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is "SDC Florida Management Services, Inc."

SECOND: The street address, wherever located, of the principal office of the Corporation is 3225 Aviation Avenue, Seventh Floor, Coconut Grove, Florida 33133.

The mailing address, wherever located, of the Corporation is P. O Box 1984, McKinney, Texas 75070.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000,000, all of which are of a par value of \$0.01 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2607.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor is elected and qualified, is:

James M. Clifton
1701 Park Central
Suite 1204
McKinney, Texas 75069

SIXTH: The name and the address of the incorporator are:

Kim Dozier
1701 Park Central
Suite 1204
McKinney, Texas 75069

SEVENTH: Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of such shares.

EIGHTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

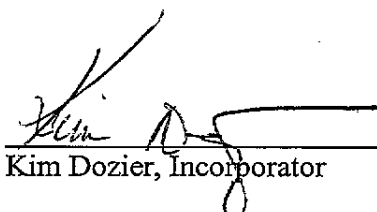
NINTH: The duration of the Corporation shall be perpetual.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of

depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on July 21st, 2000.


Kim Dozier, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 

Name: **BRIAN COURTNEY, ASST. VP.**

Title: as its agent

Date: 7/24/2000

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