

PO1000028831

SDM, INC.
325 N. E. 3rd Avenue
Delray Beach, Florida 33444

March 6, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/09/01--01101--004
*****70.00 *****70.00

RE: Filing of Articles of Incorporation for SDM, Inc.

Dear Sir/Madam:

Enclosed, please find two (2) original sets of the articles of incorporation for SDM, Inc.
and a check in the amount of \$70.00 for the filing fee.

FROM: Michael De Petrillo, Secretary
SDM, Inc.
325 NE 3rd Avenue
Delray Beach, FL 33444

Daytime telephone number: 561-272-4310

Sincerely,



Michael De Petrillo

FILED
01 MAR 20 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W01-5581
JX3/13



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 13, 2001

MICHAEL DE PETRILLO
325 NE 3RD AVE.
DELRAY BEACH, FL 33444

SUBJECT: SDM, INC.
Ref. Number: W01000005581

We have received your document for SDM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 701A00015128

ARTICLES OF INCORPORATION

OF

SDM, INC.

ARTICLE 1 - NAME

The name of this Corporation is **SDM, INC.**

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business permitted in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 900 shares of stock with \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 325 N. E. 3rd Avenue, Delray Beach, Florida 33444. This is also the mailing address of the Corporation. The name of the initial Registered Agent of this Corporation is Michael De Petrillo.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) initial Directors. The number of Directors may be increased from time to time by the Bylaws but shall never be less than three (3). The name and address of the initial Directors of this Corporation are Scott F. Westman, David Barish and Michael De Petrillo, 325 N. E. 3rd Avenue, Delray Beach, Florida 33444.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Michael De Petrillo, 325 N. E. 3rd Avenue, Delray Beach, Florida 33444.

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01 MAR 20 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - RESTRICTIONS OF TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX - BYLAWS

The power to adopt, amend, alter, rescind or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - POWERS

This Corporation shall have all of the Corporate powers enumerated in the Florida Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, rescind or repeal any provisions contained in the Article of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this revision.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of MARCH, 2001.



Michael De Petrillo

FILED
01 MAR 20 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

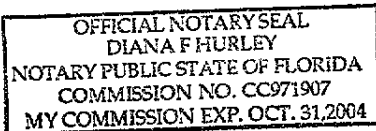
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Michael De Petrillo, to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of March, 2001.


NOTARY PUBLIC STATE OF FLORIDA


My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated Corporation, at a place designated in the Articles of Incorporation, I hereby agree to act in the capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendment thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHERE OF, I have hereunto set my hand and seal this 15th day of March, 2001



Michael De Petrillo
325 N. E. 3rd Avenue
Delray Beach, Florida 33444
561-272-4310