TRANSMITTAL LETTER

P01000069201

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

SUBJECT: SED CORPORATION (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)					
Enclosed is an original	al and one(1) copy of the article	es of incorporation and a	0000445 -07/10/01- check f6#***78.7	7827 -01074 5 *****	 002 78.75
S70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL COR	□ \$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED		
FROM:	4534 N.W. 90 A SUNRISE, FL :	inted or typed) HAVENUE ddress	TALLAHASSEE, FLO	SECRETARY OF S	ĤĽED
	(954) 530-891	•	ORIDA	5 5	and the second

NOTE: Please provide the original and one copy of the articles.

P

F. OHESCEN

JUL 1 2 2001

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. Corporate Name

S & D Corporation

ARTICLE II. Principal Office

The principal place of business and mailing address are:

4534 N.W. 90th Avenue Sunrise, FL 33351

ARTICLE III. Terms of Existence

This corporation will exist perpetually, unless dissolved according to Florida Law

ARTICLE IV. Nature of Business

This corporation may engage or transact in any lawful activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. Capital Stock

The number of shares of stock that this corporation is authorized to have outstandingly at anyone time is: 1000 shares of common stock having \$1.00 par value per share. This corporation won't commence business until, at least the \$1000.00 have been received by it, as consideration for the issuance of shares.

ARTICLE VI. Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

SANDRA MAHECHA 4534 N.W. 90th Avenue Sunrise, FL 33351

ARTICLE VII. Initial Registered Agent and Address

The name and street address of the initial registered agent are:

SANDRA MAHECHA

4534 N.W. 90th Avenue Sunrise, FL 33351

ARTICLE VIII. Shareholders

The name(s) and street address(es) of the shareholder(s) to this corporation is(are):

SANDRA MAHECHA (100%)

4534 N.W. 90th Avenue Sunrise, FL 33351

ARTICLE IX. Oficers

The name(s) and street address(es) of the shareholder(s) to this corporation is(are):

SANDRA MAHECHA (P,V,T,S,D)

4534 N.W. 90th Avenue Sunrise, FL 33351

ARTICLE X. Special Provision (Losses on Small Business Stock)

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code end the regulations issued thereunder. Such actions, as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XI. Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation will be payable and distributed to the Shareholder(s), Board of Directors, and Officers.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2nd day of July, 2001.

Sandra Mahecha

Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

S & D Corporation

2. The name and street address of the registered agent are:

SANDRA MAHECHA 4534 N.W. 90th Avenue Sunrise, FL 33351

3. The mailing address of this corporation is:

4534 N.W. 90th Avenue Sunrise, FL 33351

Signature:

Title: Registered Agent

Date: July 2, 2001

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