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Law Offices

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Boca Raton, Florida 33434

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Vincent J. Piazza  
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VIA FEDERAL EXPRESS

March 27, 2002

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

Attention: Cynthia

Re: **Rejected Filing for S & D PROPERTIES OF FLORIDA, INC.**  
**Reference No. W02000007158**

Dear Cynthia:

In connection with the referenced entity and in accordance with our telephone conversation of March 27, 2002, enclosed please find new Articles of Incorporation for S&D PROPERTIES OF SOUTH FLORIDA, INC., to replace the rejected filing (which I never received from the Division of Corporations). I believe you already have the filing fee.

Please stamp the enclosed copy and return with your receipt.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,



Rosemary Jacolucci  
Legal Assistant

:rj  
Enclosure

FILED  
02 MAR 28 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700005064937--8  
-03/07/02--01067-014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CB 329



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 14, 2002

ROSEMARY JACILUCCI  
7777 GLADES RD  
BOCA RATON, FL 33434

SUBJECT: S & D PROPERTIES OF FLORIDA, INC.  
Ref. Number: W02000007158

We have received your document for S & D PROPERTIES OF FLORIDA, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 102A00015381

FILED

02 MAR 28 PM 12:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
S & D PROPERTIES OF SOUTH FLORIDA, INC.

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is S & D PROPERTIES OF SOUTH FLORIDA, INC.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at no par value.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 10236 Harbortown Court, Boca Raton, Florida 33498. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

#### Article VII - Initial Directors

The name and street address of the initial Director of this Corporation who shall hold office until his successor is elected or appointed and shall have qualified is:

MARK MICHAELSON  
10236 Harbortown Court  
Boca Raton, FL 33498

#### Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Mark Michaelson, 10236 Harbortown Court, Boca Raton, Florida 33498.

#### Article IX - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.

2. The stockholders may, pursuant to the Bylaws or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The stockholders of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the stockholders and the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The stockholders of this Corporation are authorized to make provision for reasonable compensation to persons for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

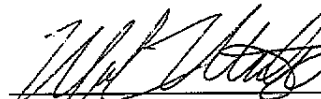
Article X - Registered Office

The Registered Agent and registered office of the Corporation shall be SHAPIRO, DECTOR & PIAZZA, P.A., 7777 Glades Road, Suite 200, Boca Raton, Florida 33434.

Article XI - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of March, 2002.

  
MARK MICHAELSON

STATE OF FLORIDA                    )  
                                          ) SS:  
COUNTY OF PALM BEACH         )

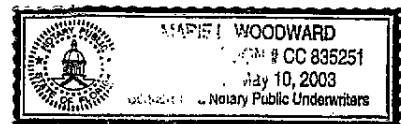
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK MICHAELSON, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he provided FL DL M242-548-55-445-0 as proof of identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of March, 2002.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires: 5/10/03

(NOTARY SEAL)



FILED  
02 MAR 28 PM 12:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

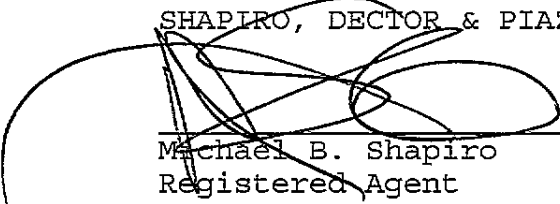
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Pursuant to Chapter 48.091, Florida Statutes,  
the following is submitted in compliance with  
said Act.

FIRST -- That S & D PROPERTIES OF SOUTH FLORIDA, INC.,  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of  
Incorporation, at City of Boca Raton, County of Palm Beach, State  
of Florida, has named SHAPIRO, DECTOR & PIAZZA, P.A. as Registered  
Agent, who may be served at the registered office located at 7777  
Glades Road, Suite 200, City of Boca Raton, County of Palm Beach,  
State of Florida, as its agent to accept service of process within  
this State.

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

SHAPIRO, DECTOR & PIAZZA, P.A.



Michael B. Shapiro  
Registered Agent