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L.V. MCKANN
P.O. BOX 441453
JACKSONVILLE FLA
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1453

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*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
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4. _____ (Corporation Name) (Document #)

W02-26678

STATE
TALLAHASSEE
FLORIDA

2002 OCT -3 AM 9:19

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☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 13, 2002

L.V. MCKANN
PO BOX 441453
JACKSONVILLE, FL 32222-1453

SUBJECT: S.D. HOLDINGS, INC.
Ref. Number: W02000026678

We have received your document for S.D. HOLDINGS, INC. and your check(s) totaling \$78.75. 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.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 202A00052548

ARTICLES OF INCORPORATION

of

PSD HOLDINGS, INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: PSD HOLDINGS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: RETAIL SALES OF MERCHANDISE AND AS STATED HERE IN

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

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TALLAHASSEE, FLORIDA

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

TEN THOUSAND - \$10,000.00

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$30,000.00

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is: 5102 TIMUQUANA ROAD SUITE 2
JACKSONVILLE, FLORIDA 32210

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have FIVE (5) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are: MR. ARDIE S. MANNING, P.O. BOX 441453 JACKSONVILLE, FLORIDA 32222-1453 / 5101 TIMUQUANA ROAD, SUITE 2 JACKSONVILLE, FLORIDA 32210
MR. ALBERT E. JONES, 2120 CALJON ROAD JACKSONVILLE, FLORIDA 32207
MS. SARAH L. CARTER, L.F.D. 4105 ST. AUGUSTINE ROAD JACKSONVILLE, FLORIDA 32207
MS. SHERRY MCKANN, P.O. BOX 441453 JACKSONVILLE, FLORIDA 32222-1453
MS. LEOA V. MCKANN
P.O. BOX 441453
JACKSONVILLE, FLORIDA 32222-1453

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the subscribers of these articles of incorporation are:

MS. LEOLA V. MCKANN ("BABYDOLL")
5102 TIMUQUANA ROAD SUITE 2
JACKSONVILLE, FLORIDA 32210

MAIL ADDRESS: P.O. BOX 441453
JACKSONVILLE, FLORIDA 32222-1453

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

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 be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board or Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this 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. This 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 of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by FIFTY-ONE of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 9 day of September 2002

Leola McKann (SEAL)

STATE OF FLORIDA)

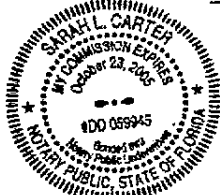
) ss

COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MS. LEOLA MCKANN

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9 day of September 2002.



Sarah L. Carter
Notary Public, State of Florida
My commission expires: _____

ARTICLES OF INCORPORATION
OF

ACCEPTANCE OF REGISTERED AGENT

The undersigned, MR. ARTIE MANNING, hereby accepts the designation as resident agent of PSD HOLDINGS, INC., a Florida corporation and agrees to maintain office as required by Law and accept service or process and other legal notices that are required to be served or may be sent to the corporation at the registered office of the corporation, which is as follows:

5102 TIMUCUANA ROAD SUITE 2
JACKSONVILLE FLORIDA 32210

I hereby am familiar with and accept the duties and responsibilities as registered agent for S.D. HOLDINGS, INC., which is the corporation established by these articles of incorporation pursuant to the rules and regulations concerning corporations as established by Statutes of the State of Florida.

DATED this

9th

day of

September

A.D.

2002

Artie Manning

WITNESS my hand and official seal in the County of Duval and the State of Florida, this 9 day of September A.D. 2002



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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