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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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01/07/03--01047--015 **78.75

RECEIVED
03 JAN -7 PM 12:16
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 JAN 27 PM 1:46
STATE
TALLAHASSEE, FLORIDA

VS 28

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

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

1- S. & D. DEVELOPMENT INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 7, 2003

ATTORNEYS' TITLE

SUBJECT: S. & D. DEVELOPMENT INC.
Ref. Number: W03000000496

We have received your document for S. & D. DEVELOPMENT 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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) 245-6962. --

Valerie Ingram
Document Specialist
New Filing Section

Letter Number: 903A00000806

ARTICLES OF INCORPORATION
OF
S. & D. BUSINESS DEVELOPMENT INC.

FILED
03 JAN 27 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **S. & D. BUSINESS DEVELOPMENT INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be c/o ARVESÚ URDANETA CALZADILLA & PÉREZ-BURELLI, 888 Brickell Avenue, 5th Floor, Miami, Florida 33131.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after

they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Authorized Shares

- (a) **Number.** The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of \$1.00 each.
- (b) **Preemptive Rights.** Shareholders shall have preemptive rights.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is JUAN VICENTE URDANETA.

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors.

The Corporation shall have **two (2)** directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

Name:

Address:

Fernando Delgado Amengual

888 Brickell Avenue, 5th Floor,
Miami, Florida 33131

Maria Isabel de Delgado

888 Brickell Avenue, 5th Floor,
Miami, Florida 33131

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - Incorporator

The name and address of the subscriber to these Articles are:

Name:

Address:

JUAN VICENTE URDANETA

888 Brickell Avenue, 5th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 27th day of January, 2003.



Juan Vicente Urdaneta, Incorporator (SEAL)

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared JUAN VICENTE URDANETA, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

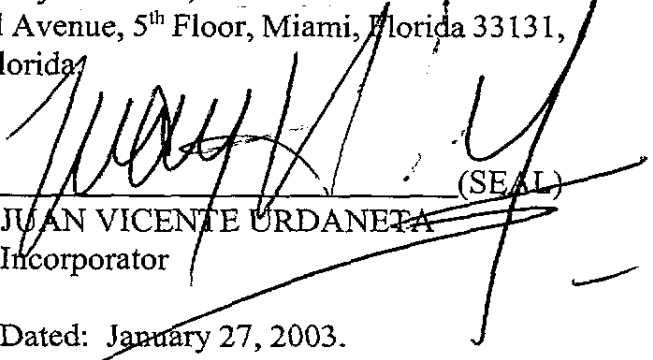
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami-Dade County, Florida this 27th day of January, 2003.

Printed Name:
Notary Public
My Commission Expires

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

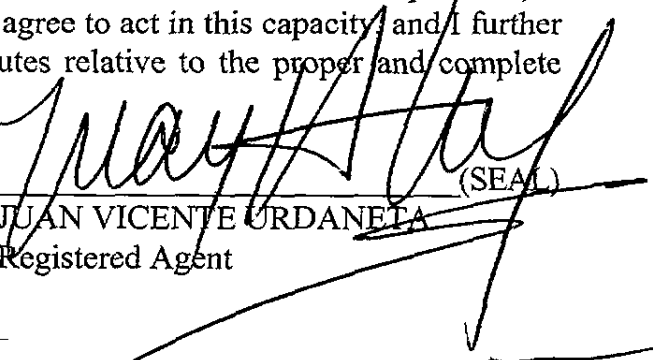
In compliance with Section 48.091, Florida Statutes, the following is submitted:

S. & D. DEVELOPMENT INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Juan Vicente Urdaneta, located at 888 Brickell Avenue, 5th Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.


(SEAL)
JUAN VICENTE URDANETA
Incorporator

Dated: January 27, 2003.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


(SEAL)
JUAN VICENTE URDANETA
Registered Agent

Dated: January 27, 2003.

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FILED
03 JAN 27 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA