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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 FEB -8 AM 9:38

MRB  
2/15

## COVER LETTER

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

**SUBJECT:** SDG HealthCare, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Elizabeth Brandon-Brown, Esq.

Name (Printed or typed)

9045 La Fontana Blvd., #101, Boca Raton, FL 33434

Address

Boca Raton, FL 33434

City, State & Zip

561-477-5845

Daytime Telephone number

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

ARTICLES OF INCORPORATION 06 FEB -8 AM 9:38  
OF  
SDG HEALTHCARE, INC.

THIS IS TO CERTIFY, that I do hereby made, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation is SDG HealthCare, Inc.

ARTICLE II

The principal place of business is: 9045 La Fontana Blvd., Suite B-1, Boca Raton, Florida 33434.

ARTICLE III

The purpose for which the corporation is organized to engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is as follows:

Common Stock	10,000,000	\$0.001
Preferred Shares	1,000,000	\$0.001

The Board of Directors may determine, in whole or part, the preferences, limitations and relative rights, of:

- (a) Any class of shares before the issuance of any shares of that class, or
- (b) One or more series within a class before the issuance of any shares of that series.

ARTICLE V

The corporation shall indemnify and hold harmless any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VI

In addition to the general powers granted corporations under the laws of the State of Florida, the corporation shall have full power and authority to do the following:

- (a) The Board of Directors from time to time shall determine whether or to what extent and at what times and places and under what conditions and circumstances the

accounts and books of this corporation, or any of them, shall be open to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or book or document of the corporation, except as conferred by statute or as authorized by the Board of Directors, or by resolution of the shareholders.

(b) No contract or other transaction between the corporation and another corporation or entity and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or entity; and directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the Board of Directors or to a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such corporation or not so interested.

(c) This corporation reserves the right to amend, alter, change and add to or repeal any provisions contained in these Articles of Incorporation, in any manner now or hereafter prescribed by statute, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation.

(d) The Board of Directors of the corporation may hold any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

#### ARTICLE VII

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors.

#### ARTICLE VIII

The number of directors of this corporation shall not be less than one (1) nor more than seven (7), the precise number to be fixed from time to time by the board of directors.

The initial directors of the corporation are:

Sherwood David Graham  
9045 La Fontana Blvd., Suite B1,  
Boca Raton, FL 33434  
Elizabeth Anne Graham  
9045 La Fontana Blvd., Suite B1,  
Boca Raton, FL 33434

ARTICLE IX

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The corporation's initial registered agent and address is:  
BRANDON BROWN P.L.  
9045 La Fontana Blvd., Suite B1,  
Boca Raton, FL 33434

ARTICLE X

The name and address of the incorporator is:  
Elizabeth Brandon-Brown, Esq.  
9045 La Fontana Blvd., Suite B1,  
Boca Raton, FL 33434

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:

  
Elizabeth A. Brandon-Brown

Date: 2-7-06

INCORPORATOR:

  
Elizabeth A. Brandon-Brown

Date: 2-7-06