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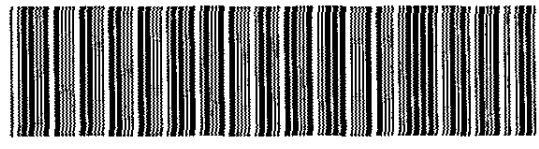
(Business Entity Name)

(Document Number)

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06 SEP 29 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE SEP 29 2006

LAW OFFICES

**FRANK J. YONG, P.A.**

4570 ST. JOHNS AVENUE, SUITE 1A  
JACKSONVILLE, FLORIDA 32210

FRANK J. YONG  
TRACI VENABLE, Legal Assistant

September 13, 2006

TELEPHONE  
(904) 381-1901  
TELECOPIER  
(904) 381-1970  
E-MAIL  
fjyong@  
yahoo.com

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

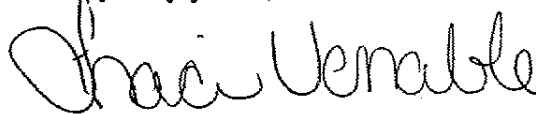
Re: S & D Corp

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations are Articles of Incorporation and a Certificate Designating Registered Agent for the referenced entity. Also enclosed is the firm's check in the amount of \$78.75 representing your filing fees for these two documents of \$70.00 and \$8.75 to obtain a certified copy when available. **Please forward the certified copy to the undersigned at your earliest convenience.**

Thank you for your attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,



Traci Venable,  
Legal Assistant

/tlv  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 15, 2006

FRANK J. YONG, P.A.  
ATTN: TRACI VENABLE  
4570 ST. JOHNS AVENUE, SUITE 1-A  
JACKSONVILLE, FL 32210

SUBJECT: S & D CORP  
Ref. Number: W06000040688

We have received your document for S & D CORP 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.**

NAME CONFLICT WITH L03000028044, S & D LLC

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) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 106A00055618

**ARTICLES OF INCORPORATION  
OF  
S & D CORP. OF THE NORTHEAST, INC.**

FILED  
06 SEP 29 PM 1: 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is **S & D Corp. of the Northeast, Inc.**

**ARTICLE II**

**Principal Office**

The principal office and mailing address of the corporation shall be 4558 Ortega Forest Drive, Jacksonville, Florida 32210.

**ARTICLE III**

**Duration**

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 or all lawful business.

**ARTICLE V**

**Capital stock**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 4570 St. Johns Avenue, Suite 1A, Jacksonville, Florida, and the name of the initial registered agent of this corporation at that address is Frank J. Yong.

## **ARTICLE VII**

### **Directors**

(a) **Number.** This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VIII**

### **Incorporator**

The name and street address of the incorporator of this corporation is:

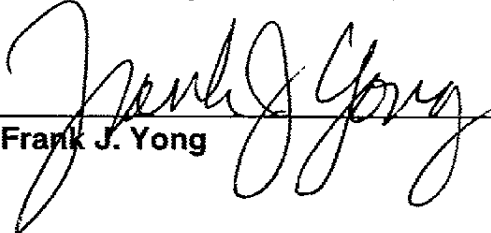
Frank J. Yong  
4570 St. Johns Avenue, Suite 1A  
Jacksonville, Florida 32210

## **ARTICLE IX**

### **Amendment**

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

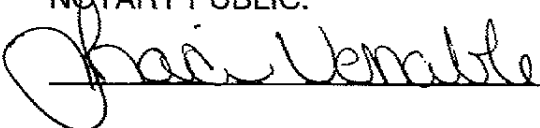
25<sup>th</sup> IN WITNESS WHEREOF, the Incorporator has executed these Articles the day of September, 2006.

  
\_\_\_\_\_  
Frank J. Yong

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of September 2006, by **Frank J. Yong**, who is personally known to me and who took an oath.



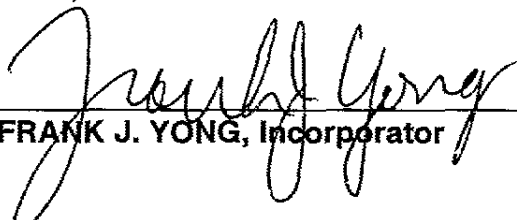
NOTARY PUBLIC:  
  
\_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

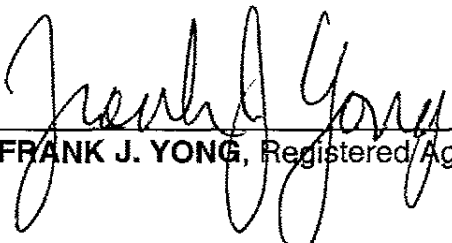
**S & D Corp. of the Northeast, Inc.**, desiring to organize or qualify under the laws of the State of Florida hereby designates **FRANK J. YONG** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **4570 ST. JOHNS AVENUE, SUITE 1A, JACKSONVILLE, FLORIDA 32210**.

DATED this 25<sup>th</sup> day of September, 2006.

  
FRANK J. YONG, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 25<sup>th</sup> day of September, 2006.

  
FRANK J. YONG, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA