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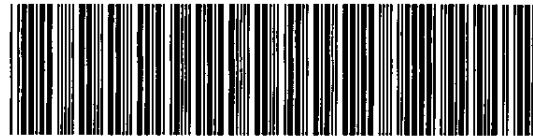
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Law Offices of
J. Manuel Acevedo

Phone (407) 323-4080

Fax (407) 323-0663

January 17, 2007

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

RE: Incorporation and Registration of S & D Innovations, Inc.

To whom it may concern:

Enclosed please find the original Articles of Incorporation of S & D Innovations, Inc., along with check number 318 in the sum of \$70.00, for the incorporation and registration of the same.

Please mail the confirmation of the incorporation and registration along with the return of the Articles of Incorporation to the address below at your earliest convenience.

Thank you in advance for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. Manuel Acevedo', written in a cursive style.

116 North Park Avenue, Sanford, Florida, 32771

**ARTICLES OF INCORPORATION
OF
S & D Innovations, Inc.**

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **S & D Innovations, Inc.**

ARTICLE II

Existence of Corporation

This Corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Department of Corporation for the State of Florida and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

- (a) To have a corporate seal, which may altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other matter reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.
- (e) To purchase, take, received, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, tend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of, other domestic or foreign

corporations, associations, partnerships, or individuals, or indirect obligations of the United States or any other government, state territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money, at such rates of interest as the corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or outside this state.

(i) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(l) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(m) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, share of its stock owned by the shareholder or by the spouse or children of the shareholder.

(n) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 300 shares having a par value of \$1 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or

any part of said capital stock may be paid for in the cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and all shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1022 Vanessa Drive, Oviedo, Florida, 32765, and the name of the corporation's registered agent is William Steven Edmonds, Jr. The corporation may change its registered office of its agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 1022 Vanessa Drive, Oviedo, Florida, 32765

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as the member thereof is as follows:

| Name | Address |
|-----------------------------|--------------------------------------|
| Scott Curtis McLeod | P.O. Box 1141, Geneva, FL 32732 |
| Diane Hope McLeod | P.O. Box 1141, Geneva, FL 32732 |
| William Steven Edmonds, Jr. | 1022 Vanessa Drive, Oviedo, FL 32765 |

ARTICLE VII

Incorporator

The name and address of the incorporators of this corporation is as follows:

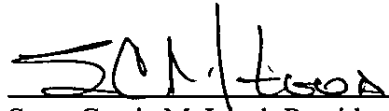
| Name | Address |
|-----------------------------|--------------------------------------|
| Scott Curtis McLeod | P.O. Box 1141, Geneva, FL 32732 |
| Diane Hope McLeod | P.O. Box 1141, Geneva, FL 32732 |
| William Steven Edmonds, Jr. | 1022 Vanessa Drive, Oviedo, FL 32765 |

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.


IN WITNESS THEREOF, I, Scott Curtis McLeod, have executed these Articles for the uses and purposes therein stated.



Scott Curtis McLeod, President

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 29th of December 2006, by Scott Curtis McLeod, which is personally known to me or who has produced Florida DR. LIC. as identification, and who did take an oath.



Notary Public - State of Florida

