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SANSION OF CORPORATE



### LAW OFFICES OF FRANK R. S. FABRE 2310 Country Club Prado Coral Gables, Florida 33134

Telephone: (305) 264-1021 Telecopier: (305) 269-9084

February 1, 2007

Florida State Department Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Dear Sirs:

# Enclosed please find:

- 1. Two originals of the Articles of Amendment of F.P.G. WHOLESALE, INC., together with our check in payment of fees for \$35.00, payable to the Secretary of State in payment of fees.
- 2. Two originals of Articles of Incorporation of SDA West, Inc., together with our check in payment of fees for \$70.00, payable to the Secretary of State.

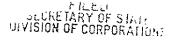
Please return an original of each duly recorded to the attention of the undersigned.

Thank you for your attention to this matter.

Very truly yours,

Frank R. S. Fabre

FRSF/mef Enclosures



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# ARTICLES OF INCORPORATION OF SDA WEST, INC.

# **ARTICLE I - NAME**

The name of this corporation is SDA WEST, INC.

#### **ARTICLE II - DURATION**

The corporation shall have perpetual existence commencing on the date of filing.

#### ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 2875 N.W. 77th Avenue, Miami, Florida 33122. The initial resident agent of this corporation is: Frank R. S. Fabre, 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors and officers shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Jorge I. Pola 2875 N.W. 77th Ave. Miami, FL 33122 President/Director

Jorge S. Pola 2875 N.W. 77th Ave. Miami, FL 33122 Executive Vice PresidentDirector

Jose de la Rua 2875 N.W. 77th Ave. Miami, FL 33122 Vice President/Director

Frank R. S. Fabre

Secretary

2310 Country Club Prado Coral Gables, FL 33134

#### **ARTICLE VII - BY-LAWS**

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

# **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

Frank R. S. Fabre

2310 Country Club Prado Coral Gables, Florida 33134

#### ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  $\hat{\chi}$  day of February, 2007.

FRANK R. S. FABRE

#### **ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 2

DAY OF FEBRUARY 2007.

Frank R. S. Fabre- Registered Agent

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this day of February, 2007, by FRANK R. S. FABRE, as Incorporator, and who executed the foregoing Articles of Incorporation of SDA WEST, INC., who is personally known to me and did take an oath.

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