

Nov. 28, 1994

Florida Dept. of State
Sect. of State
Division of Corp.
P.O. Box 6327
Tallahassee, Fla 32314

Re: ~~TKM Inc.~~

M.S. & D. Enterprises Inc.

700001345337
-12/06/94--01043--001
****122.50 ****122.50

Gentlemen

Enclosed please find a copy of the articles for ~~TKM Inc.~~ along with a check in the amount of \$122.50.
Please send any and all correspondence to 9204 SW 148 Court, Miami, Fla 33196.

Thanking you in advance for your prompt attention to this matter, I remain,

Sincerely,

Sandra Lee Graham

FILED
95 JAN 23 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 23 1995



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 7, 1994

SANDRA LEE GRAHAM
9204 S.W. 148 COURT
MIAMI, FL 33196

SUBJECT: T K M, INC
Ref. Number: W94000026037

We have received your document for T K M, INC and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 394A00052099



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 9, 1995

SANDRA LEE GRAHAM
9204 S.W. 148 COURT
MIAMI, FL 33196

SUBJECT: S D M ASSOCIATES, INC
Ref. Number: W94000026037

We have received your document for S D M ASSOCIATES, INC and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00000726

ARTICLES OF INCORPORATION
OF

~~S-D-M ASSOCIATES, INC~~
M S + D ENTERPRISES INC.

FILED
95 JAN 23 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of such Corporation.

FIRST: The name of the corporation shall be:

~~S-D-M ASSOCIATES, INC~~
M S + D ENTERPRISES INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is being organized are to engage in the business of consultant services and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country. The corporation may also engage in any other lawful business, and may purchase, own mortgage, sell, lease, or otherwise deal with the real and personal property, as permitted by the laws of the State of Florida.

FOURTH: Authorized shares:

Number: The aggregate number of shares that the corporation shall have the authority to issue is One Hundred shares of Capital Stock with a par value of One and 00/100 Dollars (\$1.00) per share.

Initial Issue: Five hundred of the Capital Stock of the Corporation that have been issued shall be stated capital of the corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock: the shares of the corporation are not to be divided into classes.

No share in series: The Corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial principal office of the Corporation is:

9204 SW 148 Court
Miami, Fla 33196

The registered agent is Sandra Lee Graham, 9204 SW 148 Court, Miami, Fla 33196.

SIXTH: The initial Board of Directors shall consist of not more than two (2) directors who need not be residents of the state of Florida or shareholders of the Corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have elected and qualified are as follows:

NAME	ADDRESS
Sandra Lee Graham President/Secretary	9204 SW 148 Court Miami, Fla 33196
David Keith Graham Vice President/ Treasurer	9204 SW 148 Court Miami, Fla 33196

EIGHTH: The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
Sandra Lee Graham	9204 SW 148 Court Miami, Fla 33196


NINTH: A majority of the stockholders of the Corporation shall be required for any shareholders action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of the Incorporation when proposed and approved at a stockholder's meeting, with no less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock of this corporation as may be issued from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized issued.

TWELFTH: There shall be no cumulative voting.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at the City of Miami, in the County of Dade, and the State of Florida, on this 19th day of December, 1994.



Sandra Lee Graham
President

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

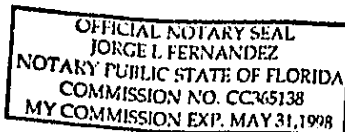
BEFORE ME, the undersigned authority, personally appeared Sandra Lee Graham who is well known to me to be the person described in and who subscribed to the Above Articles of Incorporation, and they did freely and voluntarily acknowledged before me according to the law that they made and subscribed the same for the purposes and uses therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on this, the 19th day of December, 1994.

My commission expires:



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



FILED
95 JAN 23 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

OF
~~S-D-M ASSOCIATES, INC~~
MS + D ENTERPRISES INC.

I, the undersigned, being the original Registered Agent to accept service of process for the Corporation hereinabove named, do hereby accept the appointment as Registered Agent for the said Corporation, agree to comply with the provisions of Florida Law relative to keeping open said office, and hereunto set my hand and / or seal, on this 19th of December, 1994.

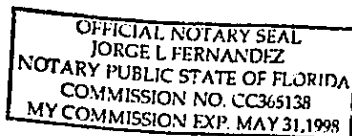
Sandra Lee Graham
Sandra Lee Graham

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Sandra Lee Graham to me well known to be the individual described in, and who executed the foregoing Acceptance by Registered Agent, and acknowledged before me that it was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at the City of Miami, County of Dade, State of Florida, on this 19th day of December, 1994.

My commission expires:



[Signature]
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE