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TRANSMITTAL LETTER

95 JAN 31 AM 8 42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

8000001394529
01/31/95 -- 01108 -- 005
***122.50 ***122.50

SUBJECT: S D Enterprises of Ameri Inc.
(proposed corporat imo)

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

Tara Financial Services, Inc.
Name
489 W. Minnehaha Ave.
Address
Clermont, Fl. 34711
City, State, & Zip
(904) 394-5984
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

MAH
2-3-95

ARTICLES OF INCORPORATION
OF

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SECRET
TALLAHASSEE

S D ENTERPRISES OF AMERICA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

S D ENTERPRISES OF AMERICA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 91085
Lakeland, Fl. 33804

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shs.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tara Financial Services, Inc.
489 W. Minnehaha Ave.
Clermont, Fl. 34711

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Stephen DeCubellis, Jr.
139 Connie Lee Court
Lakeland, Fl. 33809

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26th day of January, 1995.



Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: S D Enterprises of America, Inc.

2. The name and address of the registered agent and office is:

Tara Financial Services, Inc.

(Name)

489 W. Minnehaha Ave.

(P.O. Box not acceptable)

Clermont, Fl. 34711

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and 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.

F.T. O'Keefe
(Signature)
F.T. O'Keefe

, Pres.

Tara Financial Services, Inc.