

5/11/95 FAX TO DIVISION OF CORPORATIONS
(((H95000005679))) FROM: EMPIRE CORPORATE KIT COMPANY
TO: DIVISION OF CORPORATIONS 1492 W FLAGLER ST
DEPARTMENT OF STATE SUITE 200
STATE OF FLORIDA MIAMI FL 33135-
409 EAST GAINES STREET
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONI
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000005679))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SEDUCCION, INC.
FAX AUDIT NUMBER: H95000005679 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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H95-1693



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

May 22, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SEDUCCION, INC.
REF: W95000010737

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Peole
Corporate Specialist

FAX Ref. #: H95000005679
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
S.D. and W. ENTERPRISES, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 007 0401 IS: S. D. and W. ENTERPRISES, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, IF KNOWN, AND THE MAILING ADDRESS OF THE CORPORATION IS: 2875 N.E. 191 Street, Suite 302
Aventura, Fl. 33180

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000 Common @ \$ 10.00 Par Value

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

CLASS	PREFERENCES	LIMITATIONS	RELATIVE RIGHTS
N/A			

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

(*If the circumstances do not apply, then type "Not Applicable" or "N/A".)

Prepared by:

Walter Bajak, Esq.

633 N.E. 147 Street #703

N. Miami Beach, Fl 33162

305-651-9711

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(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

SERIES	RELATIVE RIGHTS	PREFERENCES
N/A		

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

The shareholders shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of stock, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

N/A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 2875 N.E. 191 Street, Suite 302

Aventura, Fl. 33180

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

NAME
Derek M. Saunders

ADDRESS
2875 N.E. 191 Street, Suite 302
Aventura, Fl. 33180

(*OPTIONAL)

(FLA. 1959)

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TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

NAME

ADDRESS

Derek M. Saunders

2875 N.E. 191 Street, Suite 302
Aventura, FL 33180

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 16th DAY OF May, 1995


DEREK M. SAUNDERS
INCORPORATOR

SIGNATURE/TITLE

SIGNATURE/TITLE

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

Pursuant to the provisions of section 607.0801, 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.

First that S.D. and W. ENTERPRISES, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named Derek M. Saunders, 2875 NE 1st Street, #302
(Name of Registered Agent)
located at Aventura, FL 33160, County of DADE
(City) (County)
State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE

Derek M. Saunders
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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