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ARTICLES OF INCORPORATION

OF

S & D INTERNATIONAL CORPORATION

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: S & D INTERNATIONAL CORPORATION.

ARTICLE II - PURPOSE

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and United States of America.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

ARTICLE IV - DURATION

The existence of this corporation shall be perpetual.

ARTICLE V - LOCATION

The principal office of this corporation shall be located at: 5055 Collins Avenue, Apartment 10N, Miami Beach, State of Florida, 33140.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one and not more than five members. The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until

their successors shall have been elected and qualified, are as follows: Gerardo Townson Rincon, 9131 SW 122nd Avenue # 204, Miami, Florida, 33186.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is: Gloria Roa Josepher, 2100 Ponce de Leon Boulevard, Suite 920, Coral Gables, FI, 33134.

ARTICLE VIII - BY-LAW

The By-laws of this corporation may be adopted, altered, amended or repealed by either the Stockholder or Directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PREEMPTIVE RIGHTS

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

ARTICLE XI INCORPORATOR

The name and address of the person signing these Articles is: Gerardo Townson Rincon, 9131 SW 122nd Avenue # 204, Miami, Florida, 33186.

ARTICLE XII - AMENDMENT

This Corporation reserved the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 6 day of February of 1996.

Gerardo Townson Rincon

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Gloria Roa Josepher

STATE OF FLORIDA }
} ss:
COUNTY OF DADE }

HEREBY CERTIFY that on this day personally appeared Gerardo Townson Rincon to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida this 6day of February 1996.

NOTARY PUBLIC OF STATE OF FLORIDA-AT-LARGE

My commission expires:

OFFICIAL NOTARY SEAL DAISY RIGAL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC271650 MY COMMISSION EXP. MAR. 24.1997