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Chapter Number Only

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2-6-96 Daisy

Shirley Posa #920

2100 Ponce de Leon Blvd.

Coral Gables, FL 33134

442-1322

VALIDATION ONLY

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96 FEB -8 AM 11:01
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

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S & D INTERNATIONAL CORPORATION

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DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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F. CHESLER FEB 8 1996

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

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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, Fl, 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.

