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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE:

SDM Group Inc

52504

56 APR 23 AM 11:32

O.C. FEE MAY DISBURSED  
TALLAHASSEE, FLORIDA

Capital Express™

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

( ) Gen. Copy(s)

Photo

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ( )

Top Priority

Express Mail Prep.

FAX ( ) pgs.

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

REQUEST TAKEN CONFIRMED APPROVED

DATE 4/23

TIME 10:30

BY TD

WALK-IN  
Will Pick Up

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

FILED

ARTICLES OF INCORPORATION OF  
SDM GROUP, INC.

96 APR 23 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
4.22-96

The undersigned Subscriber, a natural person competent to contract, desires to form a Corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I. NAME**

The name of the Corporation is SDM GROUP, INC., and the principal office and address is: 4080 Woodcock Drive, Suite #120, Jacksonville, FL, 32207.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this Corporation shall have and may exercise all the powers now and hereafter conferred by the laws of the State of Florida and acts amendatory thereof and supplemental thereto upon Corporations formed under the laws of said State.

### **ARTICLE III. CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) all of one class, namely common stock, and the par value of each such share is One (\$1.00) Dollar amounting in the aggregate to Five Thousand (\$5,000.00) Dollars.

### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence business is Five Hundred Dollars (\$500.00).

### **ARTICLE V. TERM OF EXISTENCE**

The Corporation shall begin its existence on the date these Articles of Incorporation are subscribed and acknowledged, and the duration of the Corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4080 Woodcock Drive, Suite #120, Jacksonville, Duval County, Florida, 32207, and the name of its initial Resident Agent at such address is JOHN J. PETHERBRIDGE.

### **ARTICLE VII. DIRECTORS**

This Corporation shall have one (1) Directors, initially. The number of Directors may be changed from time to time by the By-laws, adopted by the Stockholders, but shall never be less than one (1).

### ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the Initial Directors are as follows:

JOHN J. PETHERBRIDGE  
3947 Sarah Brooke Court  
Jacksonville, FL 32277

### ARTICLE IX. SUBSCRIBERS

The name and post office address of the Subscriber to these Articles of Incorporation is as follows:

JOHN J. PETHERBRIDGE  
4080 Woodcock Drive, Suite #120  
Jacksonville, FL 32207

### ARTICLE X. PREEMPTIVE RIGHTS

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any

warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares or its stock of any class or classes.

#### **ARTICLE XI. AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any Amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Subscriber hereinbefore named, for the purposes of forming a Corporation pursuant to Chapter 607, Florida Statutes, has signed and acknowledged the Articles of Incorporation at Jacksonville, Duval County, Florida this 22 day of April, A. D., 1996.

  
JOHN J. PETHERBRIDGE

#### **ACCEPTANCE OF RESIDENT AGENT**

I, JOHN J. PETHERBRIDGE, having been named to accept the service of process for SDM GROUP, INC., certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in this

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capacity, and agree to comply with the laws of Florida keeping said office open.

86 APR 22 10 11 AM '96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATED at Jacksonville, Duval County, Florida, this 22 day of April, A. D., 1996.

John J. Petherbridge  
JOHN J. PETHERBRIDGE

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared JOHN J. PETHERBRIDGE, personally known to me to be the person described as Resident Agent in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 22 day of April, A. D., 1996.

Cheryl U. Richardson  
CHERYL U. RICHARDSON  
Notary Public, State of Florida at Large.  
My Commission Expires:




STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared JOHN J. PETHERBRIDGE, personally known to me to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 22 day of April, A. D., 1996.

  
CHERYL U. RICHARDSON  
Notary Public, State of Florida at Large.  
My Commission Expires:

