

LAW OFFICES OF
MICHAEL B. HOLDEN, P.A.

212 S. E. EIGHTH STREET

SUITE 16J

FORT LAUDERDALE, FLORIDA 33316

TELEPHONE (954) 522-0222

FAX (954) 522-5810

October 28, 1996

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Secretary of State
Division of Corporations
P.O. Box 1227
Tallahassee, FL 32304

Re: Alternative Finance Services, Inc.
S. D. S. Financial, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$245.00. This represents that cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please send my office clocked in copies of the corporation papers via Federal Express at my expense, by using the (air bill label) enclosed for your convenience.

If you have any questions please feel free to contact me.

Very truly yours,

MICHAEL B. HOLDEN, ESQUIRE

MBH/bjb

Enclosures

Mailing Address of Corporation:

Alternative Finance Services, Inc.
1876 North University Drive, Suite 200E
Plantation, Florida 33322

S. D. S. Financial, Inc.
1876 North University Drive, Suite 200E
Plantation, FL 33322

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ARTICLES OF INCORPORATION

of

S. D. S. FINANCIAL, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

S.D.S. FINANCIAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>S. D. S. FINANCIAL, INC.</u>		
ADDRESS	<u>The Mercedes Building, 1876 North University Drive, Suite 200E</u>		
CITY	<u>Plantation</u>	FLORIDA	ZIP <u>33322</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>MICHAEL B. HOLDEN, ESQUIRE</u>		
ADDRESS	<u>212 Southeast 8th Street, Suite 103</u>		
CITY	<u>Ft. Lauderdale</u>	FLORIDA	ZIP <u>33316</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>STEPHEN SEAL/ President</u>		
ADDRESS	<u>1876 North University Drive, Suite 200E</u>		
CITY	<u>Plantation,</u>	STATE <u>FL</u>	ZIP <u>33322</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	STEPHEN SEAL - President		
ADDRESS	1876 North University Drive, Suite 200E		
CITY	Plantation	STATE	FL ZIP 33322
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

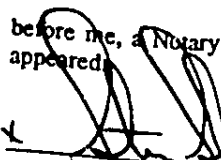
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of October, 19 96.


 x STEPHEN SEAL (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)

COUNTY OF BROWARD) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:


 Signature
 STEPHEN SEAL

FL DL # _____
 Form of Identification

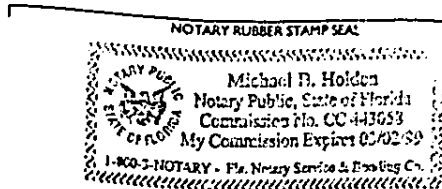
 Signature

 Form of Identification

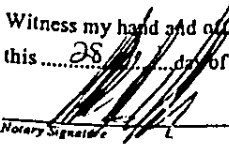
 Signature

 Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 28 day of October, 19 96.


 Notary Signature
 MICHAEL B. HOLDEN
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

S. D. S. FINANCIAL, INC.

(name of corporation)

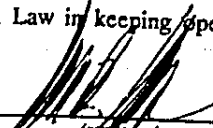
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at 212 Southeast 8th Street, Suite 103, Ft. Lauderdale,

FL 33316

has named MICHAEL B. HOLDEN, ESQUIRE
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


MICHAEL B. HOLDEN
(Registered Agent)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA