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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 E Gaines St.  
Tallahassee, Fl 32399

FILED  
96 NOV 25 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: S & D MARKETING INC

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of 70.00 for FILING FEE, REGISTERED AGENT .

WILLIAM L PLATTER  
1027 SW 7TH ST  
BOCA RATON, FL 33486  
(407)-367-7371

12/2/96  
/B

ARTICLES OF INCORPORATION  
OF  
S & D MARKETING INC

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

S & D MARKETING INC

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and street address of the initial Registered Agent Office and the Principal Office of the Corporation shall be:

WILLIAM L PLATTER  
1027 SW 7TH ST  
BOCA RATON, FL 33486

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

SUSAN BERNSTEIN  
6412 N UNIVERSITY DR  
TAMARAC, FL 33321

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#### ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator(s) of these Articles of Incorporation is\are:

SUSAN BERNSTEIN  
6412 N UNIVERSITY DR  
TAMARAC, FL 33321

#### ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

#### ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this November 15, 1996.

  
SUSAN BERNSTEIN

CERTIFICATE OF ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFIED REGESTERED AGENT  
OF  
S & D MARKETING INC

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

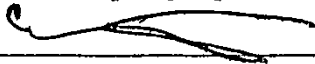
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

1027 SW 7TH ST  
BOCA RATON, FL 33486

has named: WILLIAM L PLATTER  
located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above 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.

  
WILLIAM L PLATTER