

625 Main Street
Suite 100
Windermere, Florida 34786

Jeffrey L. Klein

P960000999/5

December 6, 1996

Secretary of State
State of Florida
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32399

100002023981--9
-12/10/96--01006--012
****122.50 ****122.50

To Whom It May Concern:

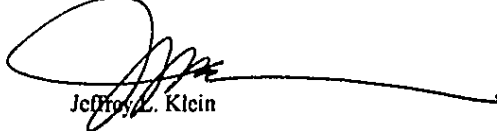
Please find enclosed two separate sets (2 each) of Articles of Incorporation to be filed:

1. SDC Management Corporation
2. SDC Property Development Corporation

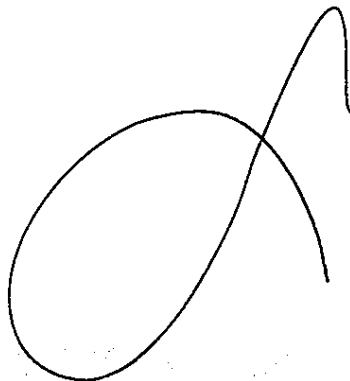
Also included is a check for each, in the amount of \$122.50, to cover filing fees and the return of a Certificate of Incorporation and one copy of the Articles of Incorporation for each.

If you have any questions please do not hesitate to contact me at any time; otherwise I thank you in advance for your prompt attention to this matter.

Sincerely,


Jeffrey L. Klein

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96 DEC -9 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12/10

ARTICLES OF INCORPORATION

I, Jeffrey L. Klein, the undersigned, as a proper person acting as incorporator of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

FIRST

The name of the corporation is: **SDC Management Corporation**

SECOND

The period of duration is: **In Perpetuity.**

THIRD

The purpose of the corporation is to develop commercial real estate properties, and any other such business activities as from time to time may be designated by the officers and board of directors of the corporation.

FOURTH

The aggregate number of authorized shares is: **One hundred thousand.**

FIFTH

The corporation will not commence business until at least one-hundred dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock is authorized.

SEVENTH

There are no provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation.

EIGHTH

Provisions for regulating the internal affairs of the corporation are contained in the corporate by-laws.

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TALLAHASSEE FLORIDA

NINTH

The address of the initial registered office of the corporation is:

625 Main Street
Suite 100
Windermere, Florida 34786

TENTH

The address of the principal place of business is:

625 Main Street
Suite 100
Windermere, Florida 34786

ELEVENTH


The number of directors constituting the initial board of directors of the corporation is two (2), and the name and address of the persons who will serve as director until the first annual meeting of shareholders, or until the successor(s) are elected and shall qualify is:

Jeffrey L. Klein, 395 Golf Brook Circle, Apartment 103, Longwood, Florida 32779
John W. Staples, 1714 South Hiawassee Road, Apartment 29, Orlando, Florida 32835


TWELFTH

The name and address of the incorporator is:

Jeffrey L. Klein, 395 Golf Brook Circle, Apartment 103, Longwood, Florida 32779

 12/6/96
Jeffrey L. Klein date

I, Jeffrey L. Klein, do hereby accept the duties and responsibilities as Registered Agent for the corporation.

 12/6/96
Jeffrey L. Klein date

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ALLAHASSEE FLORIDA

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