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1-222

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 192988 81104A

AUTHORIZATION :

COST LIMIT :

Patricia Pigut

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC 18 PM 2:00

ORDER DATE : December 18, 1996

ORDER TIME : 9:59 AM

ORDER NO. : 192988-005

CUSTOMER NO: 81104A

300002032603--6

CUSTOMER: Ms. Patricia G. Porter
ALAN H. LUBITZ, P.A.

Suite 220
1500 San Remo Avenue
Coral Gables, FL 33146

DOMESTIC FILING

NAME: SD II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 18 AM 11:28
DIVISION OF CORPORATION

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12/18

**ARTICLES OF INCORPORATION
OF
SD II, INC.**

ARTICLE I

Name: The name of the corporation shall be:

SD II, INC.

ARTICLE II

PRINCIPAL OFFICE: The address of the principal office and the mailing address of the corporation is: 2809 Bird Avenue, Suite No. 309, Miami, FL 33133.

ARTICLE III

DURATION: The existence of the corporation shall be perpetual, and shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

PURPOSE: The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida, as these laws now exist and as they may exist in the future.

ARTICLE V

CAPITAL STRUCTURE: This corporation is authorized to issue five thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation shall be:

1500 San Remo Avenue
Suite 220
Coral Gables, FL 33146

and the initial registered agent of this corporation at that address shall be:

Alan H. Lubitz, Esquire

FILED-STATES
SECRETARY OF CORPORATIONS
96 DEC 18 PM 2:00

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall initially have one Director. The number of Directors may be increased or decreased from time to time in the manner provided for in the By-Laws; but at no time shall there be any less than one Director of this Corporation. The name and address of the initial member of the Board of Directors is:

Greggory S. Covin 2809 Bird Avenue, Suite No. 309
Miami, Florida 33133

ARTICLE VIII

INCORPORATOR: The name and address of the person executing these Articles of Incorporation is:

Greggory S. Covin 2809 Bird Avenue, Suite No. 309
Miami, FL 33133

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, in Miami, Florida this 17th day of December, 1996.


Greggory S. Covin

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of F. S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: SD II, INC.
2. The name of the registered agent is: ALAN H. LUBITZ, ESQUIRE.
3. The address of the registered agent/registered office is:
1500 San Remo Avenue, Suite No. 220, Coral Gables, Florida 33146.

ACCEPTANCE

Having being named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 

Alan H. Lubitz

Date: December 17, 1996.

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SECRETARY OF CORPORATIONS
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