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9/25/97 Adela

Teschner Chaves

Requestor's Name
9100 S. Dade Blvd.
Address
Miami, FL 33156
City State ZIP Phone

#670-0444 D

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
9.24.97

CORPORATION(S) NAME

Sead Holdings, Inc.

Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K. Rolfo SEP 26 1997

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Attorneys-at-Law

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September 25, 1997

REPLY TO: Miami

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of SCAD Holdings, Inc.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of SCAD Holdings, Inc.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Designation	\$35.00

Please file the enclosed Articles of Incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,

Donald R. Tescher
DONALD R. TESCHER *au.*

DRT/an
encs.

EFFECTIVE DATE
924.97

**ARTICLES OF INCORPORATION
OF
SCAD HOLDINGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is:

SCAD HOLDINGS, INC.

ARTICLE II.

Existence

The corporation's existence shall commence on September 24, 1997.

ARTICLE III.

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV.

Authorized Capital

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

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ARTICLE V.

Address

The address of the principal office of the corporation is 7720 S.W. 50 Ct., Miami, Florida 33143, and its mailing address is 7720 S.W. 50 Ct., Miami, Florida 33143.

ARTICLE VI.

Registered Office and Agent

The street address of the corporation's initial registered office is 9100 So. Dadeland Blvd., Suite 1707, Miami, FL 33156. The name of the initial registered agent at such office is M&W Agents, Inc..

ARTICLE VII.

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

ARTICLE VIII.

Incorporator

The name and address of the incorporator of the corporation is **DONALD R. TESCHER**, 9100 S. Dadeland Blvd., Suite 1707, Miami, FL 33156.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 24, 1997.


DONALD R. TESCHER

**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC.


By: _____
Donald R. Tescher, President

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