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TO: DIVISION OF CORPORATIONS  
FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: SUD DEVELOPMENTS, INC.  
AUDIT NUMBER.....H97000018478  
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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

November 6, 1997

**EMPIRE**

**SUBJECT: SUD DEVELOPMENTS, INC.**  
**REF: W97000025221**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000018478  
Letter Number: 697A00053710

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Articles Of Incorporation  
of  
Sud Developments, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: Sud Developments, Inc.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

THIS INSTRUMENT PREPARED BY:  
LEONARDO F. BRITO, P.A.  
8005 N.W. 155 STREET, SUITE B  
MIAMI, FLORIDA 33016  
FLORIDA BAR NUMBER: 0615730  
PHONE: (305) 362-0880

B. To contract debts and borrow money, issue and sell or pledge

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bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) Shares of \$.10 par value, the consideration to be paid for each share shall be \$.10.

### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than ONE HUNDRED DOLLARS AND NO CENTS (\$100.00).

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ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this Corporation is: 8005 N.W. 155 Street, Suite B, Miami, Florida 33016 and the name of the initial registered agent of this Corporation is Leonardo F. Brito. The address of the corporation is

The Hemispheres 1950 South Ocean Drive, # 145,  
Hallendale, FLORIDA 33009.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors is:

NAME AND ADDRESS

Elliot M. Sud            638A Sheppard Ave. W. Suite 222  
North York, ON M3H 2S1

ARTICLE IX-Indemnification of Officers and Directors

Every Director and Officer of the Corporation shall be indemnified by the

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Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

#### ARTICLE X - INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

##### NAME AND ADDRESS

Elliot M. Sud                      638A Sheppard Ave. W. Suite 222  
North York, ON M3H 2S1

#### ARTICLE XI - AMENDMENT

These articles of incorporation may be amended in the manner provided by

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law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 5th day of November, 1997.

Elliot M. Sud  
Elliot M. Sud

STATE OF ARIZONA )  
COUNTY OF Maricopa ) SS)

BEFORE ME, the undersigned authority, this 5th day of Nov., 1997, personally appeared Elliot M. Sud, known to me to be the person who executed the foregoing Articles of Incorporation of Sud Developments, Inc. and acknowledged before me that she executed the same for the purposes herein expressed, and who is personally known to me or who has produced Harriet Olmstead as identification, and did not take an oath.

WITNESS my hand and official seal at Maricopa County, Arizona this 5th day of Nov., 1997.

Harriet Olmstead  
NOTARY PUBLIC

My Commission Expires: 9-26-2000



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: FIRST - THAT SUD DEVELOPMENTS, INC., DESIRING  
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH  
IT'S PRINCIPAL PLACE OF BUSINESS AT THE HEMISPHERES  
1950 SOUTH OCEAN DRIVE  
APT. #14 J HALLANDALE, FLORIDA  
COUNTY OF Broward, STATE OF FLORIDA, HAS NAMED LEONARDO F. 33009  
BRITO, 8005 N.W. 155 STREET, SUITE B, MIAMI, FLORIDA 33016, AS IT'S AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

  
ELLIOT M. SUD

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

LEONARDO F. BRITO

SIGNATURE:

DATE:

11-5-97

articles/10-18

 SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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