



THE UNITED STATES
CORPORATION
COMPANY

P97000095798

ACCOUNT NO. : 072100000032

REFERENCE : 593569 5490A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : November 7, 1997

ORDER TIME : 12:24 PM

ORDER NO. : 593569-005

CUSTOMER NO: 5490A

300002341579--8

CUSTOMER: Ms. Suzanne Opatosky
MASTRIANA & CHRISTIANSEN

2750 North Federal Highway

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: SDPI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
RECEIVED
NOV - 7 PM 1:14

FILED
97 NOV - 7 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
11-10-97

ARTICLES OF INCORPORATION

OF

SDPI, Inc.

ARTICLE I - NAME

The name of this corporation is SDPI, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock of \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of SDPI, Inc., is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at that address is MICHAEL ERIC CHRISTIANSEN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The

FILED
97 NOV - 7 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

name and address of the initial director of this corporation is:

PATRICK DELCOURT
c/o 2750 North Federal Highway
Fort Lauderdale, Florida 33306

The name and address of the person signing these Articles is MICHAEL ERIC CHRISTIANSEN, 2750 North Federal Highway, Fort Lauderdale, Florida 33306.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 6 day of November, 1997.



Michael Eric Christiansen

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

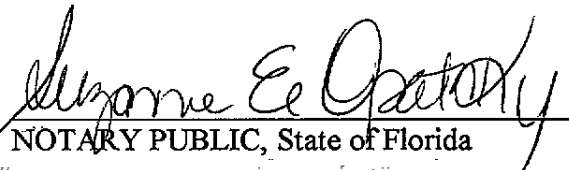
Personally appeared before me, the undersigned officer, duly authorized to administer
oaths and take acknowledgments, MICHAEL ERIC CHRISTIANSEN, to me well known as the
person described in and who executed and subscribed to the foregoing Articles of incorporation, and
he acknowledged, before me that he executed and subscribed to the same for the purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6
day of November, 1997.

My Commission Expires:



SUZANNE E. OPATOSKY
MY COMMISSION EXPIRES
AUG 28, 1999
BONDED THRU TROY FARM INSURANCE, INC.



NOTARY PUBLIC, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA, 97 NOV -7 AM 8:55
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

FOLLOWING IS SUBMITTED:

THAT SDPI, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY
OF FORT LAUDERDALE HAS NAMED MICHAEL ERIC CHRISTIANSEN, AS RESIDENT
AGENT, LOCATED AT 2750 NORTH FEDERAL HIGHWAY, FORT LAUDERDALE,
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

1

SIGNATURE


MICHAEL ERIC CHRISTIANSEN

TITLE

SUBSCRIBER

DATE

November 6, 1997

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.

SIGNATURE


MICHAEL ERIC CHRISTIANSEN

DATE

November 6, 1997