

7/13/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: SDS II, INC.

AUDIT NUMBER.....H98000012914

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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* Note: *

The client is aware of the existing
"SDS, Inc." and still wishes to proceed
with incorporating under the name
"SDS II, Inc."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1998

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: SDS II, INC.
REF: W98000015605

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS "SDS, INC.", DOCUMENT #F98000004665.

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

Becky McKnight
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
SDS II, Inc.

Article II. Address

The mailing address of the Corporation is:
SDS II, Inc.
100 Cypress Creek Road
Suite 820
Ft. Lauderdale FL 33309

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Steve Schwartz

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Marc Wites | FL Bar Member 024783
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5188

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Marc Wites
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 13, 1998.

The undersigned incorporator executed these Articles of Incorporation on July 13, 1998.



MARC WITES
by L.A. Uriarte as attorney-in-fact

Marc Wites | FL Bar Member 024783
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5188

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

SDS II, Inc.

REGISTERED AGENT/OFFICE:

**R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



R. LAWRENCE BONNER
by L.A. Uriarte as attorney-in-fact

Date: July 13, 1998.

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TALLAHASSEE, FLORIDA

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