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FLORIDA PROFIT CORPORATION OR P.A.

SDC Holdings Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SDC HOLDINGS INC.**

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**ARTICLE I
NAME**

The name of the corporation is SDC HOLDINGS INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 1181 S.W. 44th Avenue, Deerfield Beach, Florida 33442.

**ARTICLE III
SHARES**

The number of shares that the Corporation is authorized to have outstanding at any time is 5,000 shares of which (4,000) shares of the par value of \$1.00 per share shall be designated voting common ("Class A Voting Common Shares") and (1,000) shares of the par value of \$1.00 per share shall be designated non-voting common shares ("Class B Non-Voting Common Shares"). The holders of the Class B Non-Voting Common Shares shall not be entitled to vote at any meeting of shareholders or otherwise to receive notice of any meetings of shareholders. The Class B Non-Voting Common Shares shall not be included in determining a quorum for the transaction of any business or the number of shares voting or entitled to vote on any matters to be voted on by the shareholders of the Corporation.

THIS INSTRUMENT PREPARED BY:

Tracey A. Testa, Legal Assistant
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (561) 394-0500

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**ARTICLE IV
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**


The street address of the initial registered office of the Corporation is 1181 S.W. 44th Avenue, Deerfield Beach, Florida 33442; and the name of the initial registered agent of the Corporation at that office is Shawn Cowan.

**ARTICLE V
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

Tracey A. Testa
2000 Glades Road
Suite 400
Boca Raton, FL 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 19th day of January, 1999.



Tracey A. Testa, Incorporator

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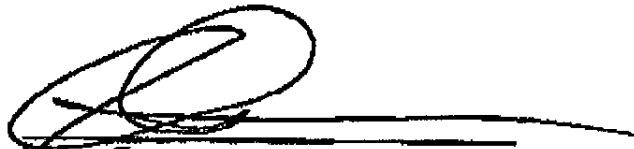
FROM-HODGSON & RUSS

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for SDC HOLDINGS INC. (the "Corporation") at the place described in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.



Shawn Cowan

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