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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#107 1551 NE 167 STREET, NORTH MIAMI BEACH FL, 33162
TEL (305) 947-5112 FAX (305) 956-7878 EMAIL fweston@bellsouth.net

01/19/99

Department of State,
Division of Corporations,
Tallahassee,
FL 32314

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****131.25 *****87.50

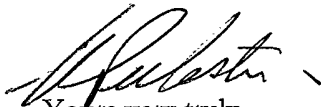
Dear Sirs:

Please find enclosed Two (2) applications for incorporations.

Each is in duplicate as requested.

I also enclose a money order with each in the amount of \$131.25
for the filing fee, a certified copy and a certificate.

Trusting this is in order, I am,


Yours very truly,

R. Weston.

enc: (2) Money Orders @ \$131.50

P. Hall

JAN 26 1999

(4)

ROBERT WESTON

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SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S.D. CAPITAL RECOVERY INC.

ARTICLE I - NAME

The name of this Corporation is S.D. CAPITAL RECOVERY INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
JANUARY 19,1999

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business
permitted under the laws of the United States and the
State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue:

1000 common shares no par value.

1,000,000 Class "A" 10% Preferred, Redeemable, Cumulative,
Non-Voting Shares, Par Value \$1.00

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of
this Corporation is Robert S. Weston, 1551 N.E. 167 St., Apt. 107
North Miami Beach, Fl 33162 and the initial office of this
Corporation 1551 N.E. 167 St. Apt. 107, North Miami Beach, Fl 33162

ARTICLE VI -INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

NAME

ADDRESS

Robert S. Weston

1551 N.E. 167 St., Apt. 107
North Miami Beach, Fl 33162

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders of voting shares or the Directors.

ARTICLE VIII -INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATION

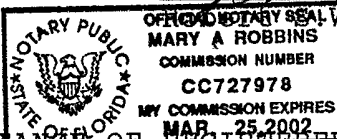
The name and address of the person signing these Articles is Robert S. Weston, Apt 107, 1551 N.E. 167 St., North Miami Beach FL 33162

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provision of the Florida Business Corporation Act (1992)

In WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of January, 1999.

Date Ma. 1-19-99
Robert S. Weston
Mary A. Robbins



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT'S DUTIES.

DATED THIS 19 OF JANUARY, 1999

REGISTERED AGENT

STATE OF FLORIDA)
)
)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Robert S. Weston, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of S.D. CAPITAL RECOVERY INC. INC. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County aforesaid, this day of JANUARY, 1999

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