

Charter Number Only

8/24/99

VALIDATION ONLY

Requestor's Name

Address

City

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CORPORATION(S) NAME

SND Consulting Associates, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SND CONSULTING ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, THE UNDERSIGNED, subscribed to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

Article I. Name

The name of the Corporation is SND CONSULTING ASSOCIATES, INC.

Article II. Duration

The term of existence of the Corporation is perpetual.

Article III. Purpose

The purposes for which the Corporation is organized are:

- A. To consult business' on their marketing strategies.
- B. To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.
- C. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- D. To sue and to be sued, complain and defend in its corporate name in all actions or proceedings.
- E. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- F. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

G. To lend money to and use its credit to assist its officers and employees in accordance with Section 607.141.

H. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

I. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

J. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

K. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

L. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the state.

M. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

N. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

O. To make donations for the public welfare or for charitable, scientific or educational purposes.

P. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

Q. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

R. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

S. To have and exercise all powers necessary or convenient to affect its purposes.

Article IV. Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having the par value of One Dollar (\$1.00). Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Article V. Initial Capital

The amount of the capital with which the Corporation shall begin business shall be not less than One Hundred Dollars (\$500.00).

Article VI. Address

The initial street address of the principal office of this Corporation is to be at 6231 Drake Street, Jupiter, Florida 33458. The Board of Directors may from time to time designate such other address and place for its principal office of this Corporation as it may see fit.

Article VII. Directors

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the Bylaws.

Article VIII. Initial Directors

The name and address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until his successors is chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, is Suzanne Norton Davis, 6231 Drake Street, Jupiter, FL 33458.

Article IX. Subscriber

The name and address of the Subscriber to the Articles of Incorporation is Suzanne Norton Davis, 6231 Drake Street, Jupiter, FL 33458.

Article X. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XI. Initial Registered Agent and Office

The name and street address of the initial registered office of this Corporation is Suzanne Norton Davis, 6231 Drake Street, Jupiter, FL 33458.

Article XII. By Laws

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

Article XIII. Calling of Special Meetings

Special meetings of shareholders may be called by the shareholders.

Article XIV. Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Article XV. Action by Directors Without a Meeting

The directors of this Corporation may take action by written consent, as provided by law.

Article XVI. Indemnification

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

Article XVII. Amendments

The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

20th day of August, 1999.


SUZANNE NORTON DAVIS, Subscriber

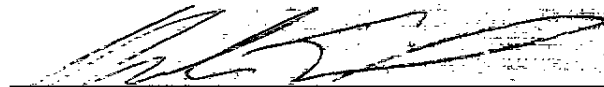
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared Suzanne Norton Davis, who presented _____ as identification, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 20th day of AUGUST, 1999.



KEITH W. MEISEL
My Commission CC469847
Expires Aug. 20, 1999


Notary Public, State of Florida at Large
My Commission Expires:

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is SND CONSULTING ASSOCIATES, INC.
2. The name and address of the registered agent and office is Suzanne Norton Davis, 6231 Drake Street, FL 33458.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED: AUGUST 20, 1999

Keith W. Meisel, P.A.
Pavilion Office Center, Suite 230
712 US Highway One
North Palm Beach, FL 33408
(561) 842-1025
(561) 842-1375 (fax)

By: 

Keith W. Meisel, Esquire
Florida Bar Number: 570257

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TALLAHASSEE FLORIDA