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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

S&D VENTURES INC.

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ARTICLES OF INCORPORATION

OF

S&D VENTURES INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: S&D VENTURES INC.

The principal place of business of this corporation shall be:

13831 S.W 142nd Ave., Miami FL 33186

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1.0 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

STUART HINDE, PRESIDENT
13831 S.W. 142nd Ave.,
Miami FL 33186

DEREK HINDE, VICE-PRESIDENT
13831 S.W. 142nd Ave.,
Miami FL 33186

ARTICLE VI INCORPORATOR(S)

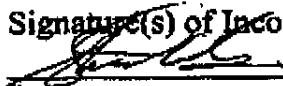
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

STUART HINDE
13831 S.W. 142nd Ave.,
Miami FL 33186

DEREK HINDE
13831 S.W. 142nd Ave.,
Miami FL 33186

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 4 day of August, 1999.

Signature(s) of Incorporator(s)



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned 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: S&D VENTURES INC.

2. The name and address of the registered agent and office is:

STUART HINDE

13831 S.W. 142nd Ave.,

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33186

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE August 4, 1999

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE August 4, 1999

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