

P99000107601

Requester's Name

Address

City/State/Zip

Phone #

M Madeline Melnick
1605 Euclid Ave Apt 1B
Miami Beach, FL 33139-7700

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-11/22/99--01112--008
****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

99 DEC 13 AM 8:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

[Handwritten signature]

T BROWN DEC 14 1999
Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 29, 1999

MADLINE MELNICK
1605 EUCLID AVENUE, APT. 1-B
MIAMI BEACH, FL 33139-7700

SUBJECT: S2D2, INC.
Ref. Number: W99000027104

We have received your document for S2D2, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 299A00056366

ARTICLES OF INCORPORATION
OF
S2 D2, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of organizing a corporation under the Laws of the State of Florida, providing for the formation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge, and file with the Secretary of State for the State of Florida, this Certificate of Incorporation, and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this corporation shall be:

S2 D2, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

(a) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock of this corporation shall be composed of One Hundred (100) shares of \$1. par value, payable in lawful money of the United States of America, or in property, labor or services, at a just valuation to be fixed by the directors of the corporation at the organization meeting had after the granting of the Charter herein

applied for. The capital stock shall be sold, assigned, issued and transferred only in accordance with such By-Laws as the corporation may, from time to time, make, change or alter and shall be fully paid for at the time of issue, and non-assessable.

ARTICLE IV

Amount of Capital Stock Paid In

The amount of capital stock with which the corporation shall begin business shall not be less than the sum of ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE VI

The principal office and place of business of this corporation shall be 1605 Euclid Avenue, Apt. 1B, Miami Beach, Florida 33139, with the privilege of establishing other offices and places of business throughout the State of Florida and in any of the several states, territories, possessions and dependencies of the United States of America, the District of Columbia and in foreign countries, as may be designated by vote of the stockholders.

The registered office of S2 D2, Inc., shall be 1605 Euclid Avenue, Apt. 1B, Miami Beach, Florida 33139, and the registered agent is Madeline Melnick, whose address is 1605 Euclid Avenue, Apt 1B, Miami Beach, Florida 33139.

ARTICLE VII

The number of directors of the corporation shall not be less than one (1) nor more than ten (10).

ARTICLE VIII

The name and post office address of the director who, subject to the by-laws, shall hold office until his successor is elected and has qualified, is as follows:

Madeline Melnick
1605 Euclid Avenue, Apt. 1B
Miami Beach, Florida 33139

ARTICLE IX

Name and Post Office Address of Subscribers

The name and post office address of each subscriber of this Certificate of Incorporation, and the number of shares of stock each agrees to take, are as follows:

MADELINE MELNICK	100 SHARES - \$100.00
1605 Euclid Avenue, Apt. 1B	
Miami Beach, Florida 33139	

ARTICLE X

The following named persons shall be the officers of this corporation for the first year of its existence or until their successors are elected and have qualified:

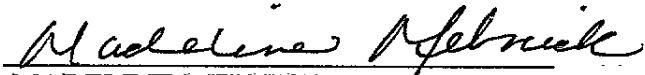
MADELINE MELNICK	PRESIDENT
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ARTICLE XI

The business of this corporation shall be conducted by its Board of Directors, the member of which shall be chosen at the annual meeting of the stockholders, and the following officers to-wit: a President, Secretary, Treasurer, together with such other officers agents and/or factors as may be deemed necessary. Any and all of such officers

may or may not be stockholders, and each shall hold office until his successor is chosen and duly qualified. All officers, agents and/or factors may or may not be directors of the corporation, except for the President, who must be a director. Any person may hold two offices provided, however, that the President shall not also be the Secretary or Assistance Secretary of this corporation.


IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Certificate this 12 day of Dec. 1999.


MADELINE MELNICK

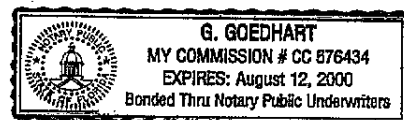
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

ON THIS DAY, personally appeared before me, a Notary Public of the State of Florida at Large, MADELINE MELNICK, to me well known and by me known to be the person described in and who signed the foregoing Certificate of Incorporation, and they severally acknowledged to and before me that they signed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida this 12 day of Dec. 1999.


NOTARY PUBLIC
State of Florida at Large

My commission expires: 8/12/2000



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT S2 D2, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH,
(CITY)
STATE OF FLORIDA, HAS NAMED MADLINE MELNICK,
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 1605 EUCLID AVENUE, APT. 1B
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE X Madeline Melnick
(CORPORATE OFFICER)
MADLINE MELNICK

TITLE PRESIDENT

DATE X Dec. 12, 1999

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE X Madeline Melnick
(RESIDENT AGENT)
MADLINE MELNICK

DATE X Dec. 12, 1999