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March 20, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

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*****78.75 *****78.75

Enclosed please find two original Articles of Incorporation for DEVAN INDUSTRIES, INC., along with a check for \$78.75 made payable to the Secretary of State.

Please return one certified copy of the Articles of Incorporation to me at the address below.

Very truly yours,

Mark Gale
5491 Northwest 41st Ter.
Boca Raton, FL 33496
(561) 998-4951

MG/mg

Enclosures as indicated

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

DEVAN INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is DEVAN INDUSTRIES, INC.
(hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of
the Corporation is 5491 Northwest 41st Terrace, Boca Raton, Florida
33496.

ARTICLE III

The capital stock authorized, the par value thereof, and the
characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
500	\$0.01	Common

ARTICLE IV

The street address of the Corporation's initial registered
office in the State of Florida is 5491 Northwest 41st Terrace, Boca
Raton, Florida 33496, City of Boca Raton, County of Palm Beach, and
the name of its initial registered agent at such office is Mark
Gale.

ARTICLE V

The name of the Incorporator is Mark Gale and the address of
the Incorporator is 5491 Northwest 41st Terrace, Boca Raton, Florida
33496.

ARTICLE VI

Special meetings of the shareholders may be called by a unanimous vote of the directors or if the holders of not less than fifty-one percent (51%) of all votes entitled to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purposes for which it is to be held.

ARTICLE VII

Fifty-one percent (51%) of the outstanding shares of Common Stock shall constitute a quorum at a meeting of shareholders. If a quorum is present at a meeting of shareholders, the affirmative vote of the holders of at least fifty-one percent (51%) of the outstanding shares of Common Stock shall be required for action to be taken on a matter, including the election of directors. Except as otherwise required by law, action may be taken on any matter, including the election of directors, by shareholders without a meeting, without prior notice, and without a vote if the action is taken by the holders of at least fifty-one percent (51%) of the outstanding shares of Common Stock, by one or more written consents describing such actions, dated and signed by such holders and delivered to the Corporation in accordance with the Bylaws.

ARTICLE VIII

The board of directors shall consist of two directors. Any vacancies on the Board arising for any reason shall only be filled by the affirmative vote of the holders of at least fifty-one percent (51%) of the outstanding shares of Common Stock. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors unless any shareholder or shareholders of the Corporation holding alone or in the aggregate at least fifty-one percent (51%) of the outstanding shares of Common Stock shall notify each member of the Board of Directors in writing of his or her desire that the Corporation be managed by the Shareholders, in which event all powers of the Board of Directors contained herein or in the Bylaws shall vest in the shareholders unless and until such notice is withdrawn by a sufficient number of holders so as to reduce the holders desiring the shareholders to manage the Corporation to below fifty-one percent (51%) of the outstanding shares of Common Stock or unless otherwise required by law.

ARTICLE IX

Unless otherwise required by law, the Bylaws of the Corporation may be altered, amended or repealed or new Bylaws may be adopted only by actions of holders of at least fifty-one percent of the Corporations shares entitled to vote on any matter.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act has signed these Articles of Incorporation this 20th day of March, 2001.



Mark Gale, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of
DEVAN INDUSTRIES, INC., hereby accepts such designation and is
familiar with, and accepts, the obligations as provided in Florida
Statutes Section 607.0505.



Mark Gale,
Registered Agent

DATED: March 20, 2001.

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TALLAHASSEE, FLORIDA