

PO1000039600

David T. Aronberg

A Professional Association

Northern Trust Plaza
301 Yamato Road, Suite 3110
Boca Raton, Florida 33431

Web Site: <http://www.lawyers.com/aronberg>

- * David T. Aronberg, Esquire
- * Elisa J. Aronberg, Esquire
- * Lisa A. Franz, Paralegal
- * Licensed in Florida and New Jersey

Telephone: (561) 988-0660
 Facsimile: (561) 988-8100
 Email: Daronberg@aol.com

April 10, 2001

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

Re: Articles of Incorporation
 D and D Acquisition Corp.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for "D and D Acquisition Corp." along with a check in the amount of \$78.75 representing the filing fee and fee for a Certificate of Status.

Please file these Articles and return to me the Certificate of Status at your earliest convenience. Thank you for your assistance with this request.

Sincerely,

Law Offices of David T. Aronberg, P.A.

By: *David T. Aronberg*
 David T. Aronberg, Esq.

DTA/lf
 enclosures

C:\office\corporate\D and D Acquisition Corp\sec of state ltr.doc

500004009195--6
 -04/13/01--01107--008
 *****78.75 *****78.75

01 APR 13 AM 10:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

David Aronberg GAVE
 AUTHORIZATION BY PHONE TO
 CORP. RA address
 DATE 4/19/01
 DEC. NO. 01

FILED

01 APR 13 AM 10:04

**ARTICLES OF INCORPORATION
OF D and D ACQUISITION CORP.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: D and D Acquisition Corp.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business including, but not limited to, real estate investment.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL OFFICERS/DIRECTORS

Officer/Director: David T. Aronberg
301 Yamato Road, Suite 3110
Boca Raton, FL 33431

Officer/Director: Douglas I. Leifert
301 Yamato Road, Suite 3110
Boca Raton, FL 33431

ARTICLE VI - REGISTERED AGENT

David T. Aronberg
301 Yamato Road, Suite 3110
Boca Raton, FL 33431

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of this corporation is:

FILED

01 APR 13 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David T. Aronberg
301 Yamato Road, Suite 3110
Boca Raton, FL 33431

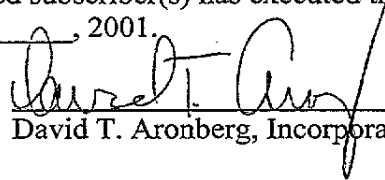
Douglas I. Leifert
301 Yamato Road, Suite 3110
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these articles is:

David T. Aronberg
301 Yamato Road, Suite 3110
Boca Raton, FL 33431

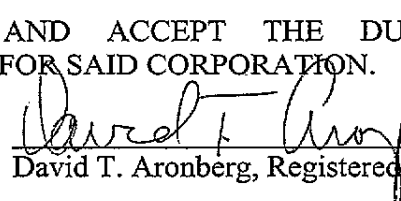
IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation on this 10th day of April, 2001.



David T. Aronberg, Incorporator

The Registered Agent states:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

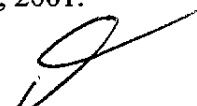


David T. Aronberg, Registered Agent

STATE OF FLORIDA }
COUNTY OF PALM BEACH }ss.

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David T. Aronberg, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of April, 2001.



NOTARY PUBLIC