

796000082759

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: D+M Management, Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 OCT -8 AM 9:48
 DIVISION OF CORPORATION

| | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership File | | |
| <input type="checkbox"/> Foreign Corp. File | | |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> O U B- | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <input type="checkbox"/> Reg. Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| <input type="checkbox"/> Corporate Kit | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 File | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, _____ Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prep. | | |
| <input type="checkbox"/> FAX () pgs. | | |
| SUBTOTALS | | |

13100001967875
 10/08/96--01029--082
 ****122.50 ****122.50

FILED
 96 OCT -8 AM 10:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| CHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|-------|-----------|--------------|
| DATE | 10/8 | | |
| TIME | | | CK No. _____ |
| BY | | | |

WALK-IN WITH Pick Up 10:00 *[Signature]* 10/8

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
D & M MANAGEMENT, INC.

FILED
95 OCT -8 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

D & M MANAGEMENT, INC.

The address of the principal office of this corporation shall be 32 Pirate Way, Manteo NC 27954, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5332 Main Street, New Port Richey FL 34652, and the name of the initial registered agent of the corporation at that address is Roland D. Waller.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in this Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|-----------------|----------------------------------|
| Debra Tierney | 32 Pirate Way Manteo NC 27954 |
| Michael Tierney | " |

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|--------------------------------------|----------------------------------|
| Michael Tierney Pres./Sec./Treas. | 32 Pirate Way Manteo NC 27954 |
| Debra Tierney V.Pres. | 32 Pirate Way Manteo NC 27954 |

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Roland D. Waller

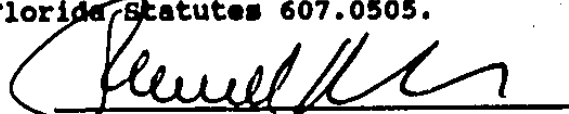
5332 Main Street
New Port Richey FL 34652

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of October, 1996.


Roland D. Waller

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Roland D. Waller, having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the foregoing Articles, I hereby accept such appointment and acknowledged that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


Roland D. Waller

THIS INSTRUMENT PREPARED BY:
ROLAND D. WALLER, ESQ.
WALLER & MITCHELL
5332 Main Street
New Port Richey FL 34652
Telephone: 813/847-2288
FBN 1397L3