

LAW OFFICES ♦ DENNIS E. STONE

45 Northwest 8th Street, Suite #107 ♦ Homestead, Florida 33030 ♦ (305) 246-4630 ♦ Fax (305) 248-4947

September 24, 1996
P9600085846

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ~~D & M International, Inc.~~
Articles of Incorporation

Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$78.75 payable to the Department of State, in enclosed which represents the following fees:

Filing Fee:	\$35.00
Certificate:	\$ 8.75
Registered Agent Fee:	\$35.00
Total	\$78.75

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-09/27/96--01051--001
*****78.75 *****78.75

Please file the original of the enclosed Articles of Incorporation and return a date stamped copy to the undersigned

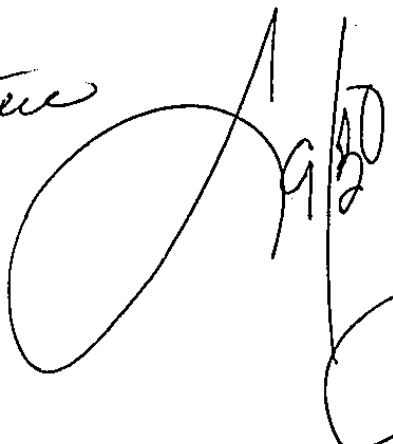
Your prompt attention to this matter would be appreciated.

Respectfully yours,


DENNIS E. STONE

DES/sjs

enclosure


96 OCT 16 PM 2:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1996

DENNIS E STONE
45 N.W. 8TH STREET
SUITE 107
HOMESTEAD, FL 33030

SUBJECT: D & M INTERNATIONAL, INC.
Ref. Number: W96000020663

We have received your document for D & M INTERNATIONAL, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 596A00044821

L A W O F F I C E S ♦ D E N N I S E . S T O N E

45 Northwest 8th Street, Suite #107 ♦ Homestead, Florida 33030 ♦ (305) 246-4630 ♦ Fax (305) 248-4947

October 11, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**RE: RHINDRESS INTERNATIONAL, INC.
Articles of Incorporation**

Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation and a copy of your letter dated October 1, 1996. My check in the sum of \$78.75 payable to the Department of State was not returned with your letter of October 1, 1996, but according to your letter we have the right to resubmit the New Articles of Incorporation for filing. I am enclosing a copy of your letter dated October 1, 1996 and my first letter dated September 24, 1996 to ensure proper process of our request.

Please file the original of the enclosed Articles of Incorporation and return a date stamped copy to the undersigned

Your prompt attention to this matter would be appreciated.

Respectfully yours,


DENNIS E. STONE

DES/sjs

enclosure

**ARTICLES OF INCORPORATION
OF
RHINDRESS INTERNATIONAL, INC.**

FILED
96 OCT 16 PM 2:36
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is: RHINDRESS INTERNATIONAL, INC.

ARTICLE II - ADDRESS

The street address of the initial principal office and the mailing address of the corporation is: 1529 Aqueduct Lane, Key Largo, Florida 33037.

ARTICLE III - NUMBER OF SHARES

The number of shares the corporation is authorized to issue is 750 shares of common stock having \$1.00 par value per share.

ARTICLE IV - DURATION

The period of duration of this Corporation is perpetual.

ARTICLE V - NATURE OF BUSINESS

The purposes for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida and to carry on in any capacity any business or trade deemed legal in the State of Florida or any other state, country, territory or nation.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent, and street address of the initial registered office is:

Donald Rhindress, 1529 Aqueduct Lane, Key Largo, Florida 33037

ARTICLE VII - DIRECTORS/OFFICERS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Directors and officers, who shall hold office until the organization meeting of this Corporation and/or until any successor is elected are:

Donald Rhindress, Director & President
1529 Aqueduct Lane, Key Largo, Florida 33037

Margaret Rhindress, Director, Secretary & Treasurer
1529 Aqueduct Lane, Key Largo, Florida 33037

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is: Donald Rhindress, 1529 Aqueduct Lane, Key Largo, Florida 33037

IN WITNESS WHEREOF, the undersigned Incorporator of RHINDRESS INTERNATIONAL, INC. has executed these Articles of Incorporation on October 11, 1996.


Donald Rhindress, Incorporator

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, **RHINDRESS INTERNATIONAL, INC.**, 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: **RHINDRESS INTERNATIONAL, INC.**
2. The name and address of the registered agent and office is:

Donald Rhindress
1529 Aqueduct Lane
Key Largo, Florida 33037

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I, **Donald Rhindress**, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Donald Rhindress

Date signed: Oct. 11, 1996.

FILED
96 OCT 16 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA