



SIR TAX

Accounting, Consulting, Strategic Tax Planning & IRS Representation
2039 Tyler Street v Hollywood, Fl. 33020 v Telephone (954) 922-1903 v Facsimile (954) 926-6770

Of Counsel: R. Kevin Cross, E.A., v - Enrolled Agent, Public Accountant, & Financial Counselor.

R. Kevin Cross, E.A., is enrolled to represent taxpayers before the Internal Revenue Service

P 97000093933

20 October 1997

Department of State
Division of Corporations
Attn.: New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

Ref.: DBSM GROUP, INC.

Dear Sirs:

FILED
97 OCT 30 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-23-97

Please incorporate the above referenced corporation effective OCTOBER 20, 1997, and mail filed articles to:

Robert C. Griswold
839 N. NorthLake Drive
Hollywood, Florida 33019-1111

300002334163--G
-10/30/97--01086--013
****122.50 ****122.50

Thank you for your continued assistance in these matters.

Robert Cross GAVE
sec. 1042
AUTHORIZATION BY PHONE TO
CORRECT *Article IV*
DATE _____
RKC/DBS
DOC. #KAM
DBS.doc

Sincerely,

R. Kevin Cross, E.A.,
Accountant & Tax Consultant.

P. Hall
NOV - 3 1997

1097-2440

ARTICLES OF INCORPORATION
OF
DBSM GROUP, INC.

FILED

97 OCT 30 AM 10:56

SECRETARY OF STATE
ALBANY, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

EFFECTIVE DATE

10-23-97

The name of the corporation shall be: DBSM GROUP, INC.

The principal place of business of this corporation shall be: 839 N. Northlake Drive, Hollywood, Florida 33019-1111.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: One hundred shares common stock at NO par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually, effective date October 23, 1997.

ARTICLE V - OFFICERS & DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Robert C. Griswold
839 N. Northlake Drive
Hollywood, Florida 33019-1111

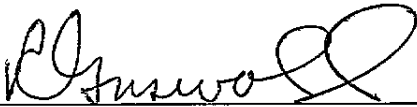
ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Robert C. Griswold
839 N. Northlake Drive
Hollywood, Florida 33019-1111

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 20th day of October, 1997.

Signature(s) of Incorporator(s)



A handwritten signature in cursive script, appearing to read "R. Griswold", is written over a horizontal line.

STATE OF FLORIDA.
COUNTY OF BROWARD.

THE FOREGOING instrument was acknowledged and sworn this Twentieth day of October, 1997, by Mr. Robert C. Griswold of DBSM GROUP, Inc.

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, 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.

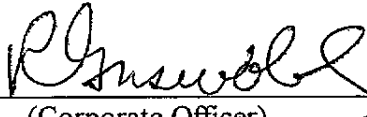
The name of the corporation is:

DBSM GROUP, INC.

The name and address of the registered agent and office is:

Robert C. Griswold
839 N. Northlake Drive
Hollywood, Florida 33019-1111

FILED
97 OCT 30 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 
(Corporate Officer)
TITLE: PRESIDENT & C.E.O.
DATED: OCTOBER 20, 1997.

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE  (Registered Agent)
DATED: OCTOBER 20, 1997.