

P9800033497

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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 777277 5011226

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

98 APR 10 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 10, 1998

ORDER TIME : 10:52 AM

ORDER NO. : 777277-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

400002485124--4

DOMESTIC FILING

NAME:

DELFE, INC.
D&F, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

DIVISION OF CORPORATIONS

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P. Hall
APR 13 1998

498-8131
4-10-98
625



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1998

CSC NETWORK

SUBJECT: D&F, INC.
Ref. Number: W98000008131

RESUBMIT

Please give original
submission date as file date.

We have received your document for D&F, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 098A00019195

RECEIVED
58 APR 13 AM 9:56
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

DelFer, Inc.

FILED

98 APR 10 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

DelFer, Inc.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 2096 Biltmore Point, Longwood, Florida 32779.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2096 Biltmore Point, Longwood, Florida 32779 and the name of the initial registered agent of this Corporation at that address is Thomas Dellatorre.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be two.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Thomas Dellatorre	2096 Biltmore Point Longwood, Florida 32779
Christopher Ferrara	2732 Tolworth Avenue Orlando, Florida 32837

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Thomas Dellatorre

2096 Biltmore Point
Longwood, Florida 32779

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

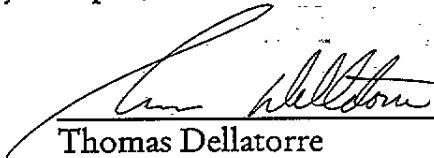
The power to adopt, alter, amend or repeal Bylaws shall be vested in both the Board of Directors and the Shareholders, who may act independently or jointly. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the

Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

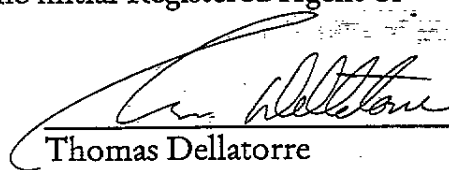
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1998.



Thomas Dellatorre

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of DelFer, Inc.



Thomas Dellatorre

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TALLAHASSEE, FLORIDA