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Attorneys' Latta

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98 JUL 31 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ^{Holding} ~~Decca Corp~~ (Corporation Name) (Document #)
2. ~~Winn-Dixie Racing Corp~~ (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in
 Pick up time HSP
 Certified Copy
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 Will wait
 Photocopy
 Certificate of Status

RECEIVED
98 JUL 29 PM 1:07
DIVISION OF CORPORATION

NEW FILINGS		AMENDMENTS	
<input checked="" type="checkbox"/>	Profit	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	NonProfit	<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other	<input type="checkbox"/>	Merger

OTHER FILINGS		REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Annual Report	<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Fictitious Name	<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Name Reservation	<input type="checkbox"/>	Reinstatement
		<input type="checkbox"/>	Trademark
		<input type="checkbox"/>	Other

was 17259
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****70.00 ****70.00

JUL 29 1998
PH 7/31/98

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

ATTORNEYS' TITLE INSURANCE FUND, INC.
660 E JEFFERSON ST
TALLAHASSEE, FL

SUBJECT: DECA CORP.
Ref. Number: W98000017259

We have received your document for DECA CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 398A00039961

RECEIVED
98 JUL 31 AM 11:54
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DECA HOLDING, INC,

a Florida corporation

FILED

98 JUL 31 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is DECA HOLDING, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation is 2600 N.W. 55th Court, Suite 238, Fort Lauderdale, Florida 33309. The initial registered office of the corporation shall be 500 Australian Avenue South, Suite 800, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at the address is Mariano Garcia, Esquire.

Article VI

Initial Board of Directors

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Alberto Canapino/ Juan Carlos Deambrosi	2600 N.W. 55th Court, Suite 238 Fort Lauderdale, FL 33309

Article VII

Officers

The following individuals be and are elected by the director to the offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
Juan Carlos Deambrosi	President
Alberto Canapino	Vice President

Article VIII

Incorporators

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Mariano Garcia, Esquire	500 South Australian Avenue Suite 800 West Palm Beach, FL 33401

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

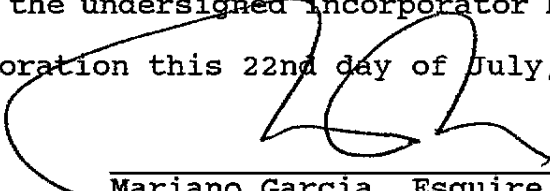
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when the corporation shall commence shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of July, 1998.

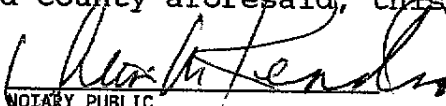


Mariano Garcia, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mariano Garcia, known to me 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 22nd day of July, 1998.



NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

(NOTARIAL SEAL)



OLIVIA M KENDRICK
My Commission CC488660
Expires Aug. 15, 1999

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

Pursuant to the provisions of Section 607.0501, and 48.091, 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.

1. The name of the corporation is:

DECA HOLDING, INC.

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

Mariano Garcia, Esquire

(NAME)

500 Australian Avenue South, Suite 800

(STREET ADDRESS)

West Palm Beach, FL 33401

(CITY/STATE/ZIP)

By: 

Mariano Garcia

TITLE Incorporator

DATE July 22, 1998

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 607.0505, FLORIDA STATUTES.


Mariano Garcia

DATE July 22, 1998

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98 JUL 31 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA