

P99000004373



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 099809 81404A

AUTHORIZATION :

COST LIMIT : \$ 78,975

*Patricia Pizzuto*

ORDER DATE : January 14, 1999

ORDER TIME : 12:48 PM

ORDER NO. : 099809-005

400002742254--8

CUSTOMER NO: 81404A

CUSTOMER: Frederic T. Dehon, Esq  
MATHISON & MATHISON  
MATHISON & MATHISON  
Suite 211  
5606 Pga Boulevard  
Palm Beach Gdns, FL 33418

DOMESTIC FILING

NAME: DUES CORP.

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: Cassandra Lamm

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 6:00

RECEIVED  
99 JAN 14 PM 1:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01/12/99

ARTICLES OF INCORPORATION

OF

DUES CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 6:00

The undersigned incorporator, a natural person of legal age, for the purpose of forming a corporation in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the proposed corporation shall be DUES CORP.

**ARTICLE II**

**Duration**

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles, or on filing of these Articles if that shall occur more than five days thereafter, and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Nature of Business**

This Corporation is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business and to own, lease and/or operate offices for that purpose.

2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.

3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do

every other act incidental thereto which is not forbidden under the laws of the State of Florida or by the provisions of these Articles of Incorporation.

**ARTICLE IV**  
**Capital Stock**

This corporation is authorized to issue one thousand (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value capital stock, which shall be designated as common stock.

All the shares of such common stock shall be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, at a just valuation to be fixed by the Board of Directors of the corporation, unless otherwise forbidden by the laws of the State of Florida. The corporation shall place shares issued for future services or benefits or a promissory note in escrow or otherwise restrict their transfer and shall credit distributions in respect of such shares against their purchase price, until the services are performed, the note is paid or the benefits received. If the services are not performed, the note is not paid or the benefits are not received, the shares escrowed or restricted and the distributions credited shall be canceled in whole or part, as appropriate based on the consideration actually received.

**ARTICLE V**  
**Initial Offices and Registered Agent**



DUES CORP.  
ARTICLES OF INCORPORATION  
PAGE 4 OF 6

William DeMaria, Jr.      104 Windsor Pointe Drive, Palm Beach  
Gardens, Florida 33418

**ARTICLE VIII**  
**Bylaws**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exceptions of determining all matters regarding shareholders' meetings, notices, record dates, voting and actions without vote and fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

**ARTICLE IX**  
**Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

DUES CORP.  
ARTICLES OF INCORPORATION  
PAGE 5 OF 6

**ARTICLE X**  
**Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

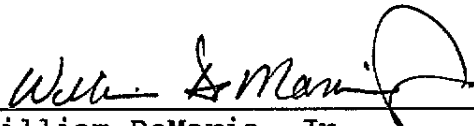
**ARTICLE XI**  
**Preemptive Rights**

The corporation elects to have preemptive rights.

**ARTICLE XII**  
**Amendment**

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a Florida Business Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12 day of January, 1999.

  
\_\_\_\_\_  
William DeMaria, Jr.

DUES CORP.  
ARTICLES OF INCORPORATION  
PAGE 6 OF 6

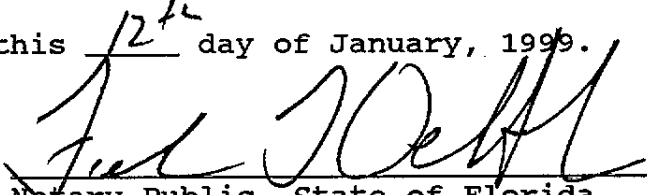
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 JAN 14 PH 6:00

COUNTY OF PALM BEACH

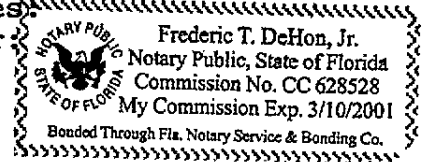
BEFORE ME, the undersigned authority, personally appeared William DeMaria, Jr.,  to me well known, or  identified to me by \_\_\_\_\_, to be the individual described in and who has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at West Palm Beach, Florida, this 12<sup>th</sup> day of January, 1999.



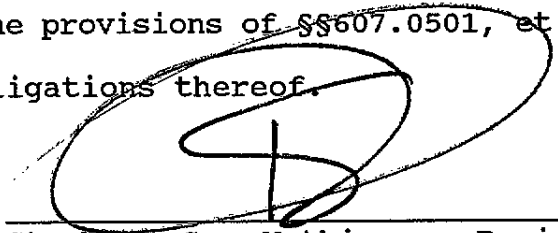
Notary Public, State of Florida  
My commission expires:  
My commission number:

(NOTARY SEAL)



**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and accept the obligations thereof.



Stephen S. Mathison, Registered Agent