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CORAL GABLES, FLORIDA 33134
TELEPHONE 305-444-8255

REPLY TO:
WESTON ADDRESS

March 9, 2000

VIA FEDEX

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32301

RE: DEPCO, INC.

To whom it may concern:

Enclosed herewith, please find the original Articles of Incorporation for the referenced corporation and a copy of same, together with a check in the amount of \$70.00 representing payment for the filing fee and registered agent's fee.

Please return a filed copy of the Articles in the enclosed self-addressed, stamped envelope.

Very truly yours,

MILLER & PONN, P.A.

Dennis Ponn

EFFECTIVE DATE
3-12-00

DP/ma
Enclosures

FILED
00 MAR 10 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 17 2000

EFFECTIVE DATE
3-12-00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DEPCO, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is DEPCO, INC.

ARTICLE II

The existence of the Corporation shall begin on March 12, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 1525 N. Park Drive, Suite 102, Weston, FL 33326.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1525 N. Park Drive, Suite 102, Weston, FL 33326 The initial registered agent for the Corporation at that address is Dennis Ponn.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is: Dennis Ponn at 1525 N. Park Drive, Suite 102, Weston, FL 33326.

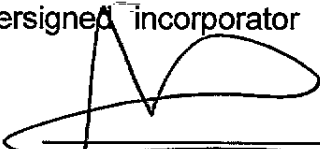
ARTICLE VII

The name and street address of the person signing these articles of incorporation is: Dennis Ponn at 1525 N. Park Drive, Suite 102, Weston, FL 33326.

ARTICLE VIII

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

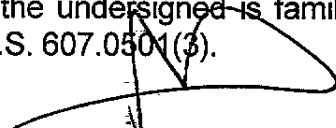
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on March 9, 2000.



Dennis Ponn

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DEPCO, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Dennis Ponn

Date: March 9, 2000.

FILED
00 MAR 10 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA