

P000000028374

A. MILLER & COMPANY, P.A.

Certified Public Accountants

1800 Northeast 171 Street • North Miami Beach, FL 33162 • (305) 947-5990 • Fax (305) 947-4322

March 9, 2000

Mr. Denny Lajeune
15401 Northeast 6 Avenue - #B411
North Miami Beach, FL 33162

100003168061--3
-03/14/00--01014--002
*****122.50 *****78.75

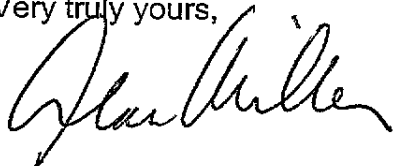
Dear Denny:

Enclosed you will find the Articles of Incorporation for Den Investment Corp., Form SS-4 (Application for Employer Identification Number) and Form 2553 (Election to be a Small Business Corporation).

Please sign the Articles of Incorporation where indicated and have page 4 notarized. Send the articles to the address indicated in the covering letter with your check for \$122.50.

Sign the forms SS-4 and 2553 and return to me. Let me know when you receive the accepted articles from the State and I will mail the forms to the Internal Revenue Service.

Very truly yours,



Alan Miller

Enc.

Alan Miller

GAVE

AUTHORIZATION BY PHONE TO

CORRECT Article VI

DATE 3-21-00

EXAM *OK*

FILED
00 MAR 13 PM 3:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

C.C.
3-21-00

**ARTICLES OF INCORPORATION
OF
Den Investment Corp.**

The undersigned, acting as incorporator of Den Investment Corp. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is:

Den Investment Corp.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

P.O. Box 530373
Miami Shores, FL 33153

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

FILED
00 MAR 13 PM 3:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 15401 N.E. 6th Avenue Apt. B-411, N. Miami Beach, FL 33162. and the name of the corporation's initial registered agent at that address is DENNY LAJEUNE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time as provided in the bylaws, but never be less than one. The name and address of the initial director are:

NAME

DENNY LAJEUNE

ADDRESS

P.O. Box 530373
Miami Shores, FL 33153

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are:

NAME

DENNY LAJEUNE

ADDRESS

P.O. Box 530373
Miami Shores, FL 33153

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders which specifically provides that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 9 day of March, 2000.

Den Investment Corp.


DENNY LAJEUNE
Incorporator



3/9/00


STATE OF FLORIDA)
)
COUNTY OF DADE) ss:

FILED
00 MAR 13 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared DENNY LAJEUNE known to me and known by me to be the person who executed the foregoing articles of incorporation, and he/she acknowledged before me that he/she executed the articles of incorporation.

In witness whereof, I have hereto set my hand and seal in the state and county aforesaid this 3 day of March 2000.



Fred MacMartin, II
Commission # CG 859451
Expires July 29, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with and accept the obligations of the position.

DENNY LAJEUNE