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CRANDELL AND ASSOCIATES, INC.  
120 E. OAKLAND PARK BLVD., SUITE 107  
FT. LAUDERDALE, FL 33334-1106

TELEPHONE (954) 565-9903  
FAX (954) 565-7254

00 JUN 19 PM 2: 51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600003295786--6  
-06/19/00--01117--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE

06/15/00

~~600003295786--6~~

JUNE 15, 2000

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT: D&D VENTURE CAPITAL, INC.

ENCLOSED ARE AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES  
OF INCORPORATION AND A CHECK FOR \$ 78.75.

FROM: CRANDELL AND ASSOCIATES, INC.

ATTENTION: MAUREEN THOMAS

120 E. OAKLAND PARK BLVD., SUITE 107

FT. LAUDERDALE, FL 33334-1106

TELEPHONE - (954) 565-9903

FAX - (954) 565-7254

121 6/22/00

FILED

00 JUN 19 PM 2: 51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING  
A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT,  
HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

EFFECTIVE DATE

06/15/00

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

D&D VENTURE CAPITAL, INC.

THIS CORPORATION SHALL COMMENCE ON JUNE 15, 2000.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS  
CORPORATION SHALL BE:

C/O ROGER AIUDI  
1124 N. 13TH TERRACE  
HOLLYWOOD, FL 33019

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS  
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE  
SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES OF COMMON STOCK  
HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT ARE:

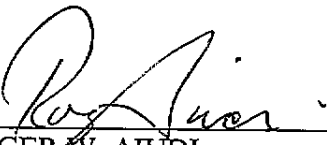
ROGER W. AIUDI  
1124 N. 13TH TERRACE  
HOLLYWOOD, FL 33019

ARTICLE V INCORPORATOR(S)

THE NAMES(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S)  
TO THESE ARTICLES OF INCORPORATION ARE:

ROGER W. AIUDI  
1124 N. 13TH TERRACE  
HOLLYWOOD, FL 33019

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE  
ARTICLES OF INCORPORATION THIS 15TH DAY OF JUNE 2000.

X   
\_\_\_\_\_  
ROGER W. AIUDI

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED

00 JUN 19 PM 2:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

D&D VENTURE CAPITAL, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND  
OFFICE ARE:

ROGER W. AJUDI  
1124 N. 13TH TERRACE  
HOLLYWOOD, FL 33019

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE  
OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE  
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS  
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

x   
ROGER W. AJUDI

x 6/15/00  
(DATE)