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Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

FILED
00 JUN 23 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FL
Telephone (800) 342-9856
Fax (800) 354-3381

PO0000061959

JUNE 22, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900003303059--5
-06/23/00--01075--014
*****70.00 *****70.00

Re: DDG CONSULTANTS, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

6-26
WC

ARTICLES OF INCORPORATION

DDG CONSULTANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation is DDG CONSULTANTS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is 222 Lakeview Avenue, #160, West Palm Beach, Florida 33401.

ARTICLE III PURPOSE

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV SHARES

The number of shares of stock is 200 shares without par value.

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent is George Matis, 222 Lakeview Avenue, #160, West Palm Beach, Florida 33401.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator is Lawrence A. Kirsch, 90 State Street, Albany, New York 12207.

Lawrence A. Kirsch
Signature/Incorporator

6/22/00
Date

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: DD & CONSULTANTS, INC.

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

GEORGE MATIS

(Name)

222 LAKEVIEW AVE #160

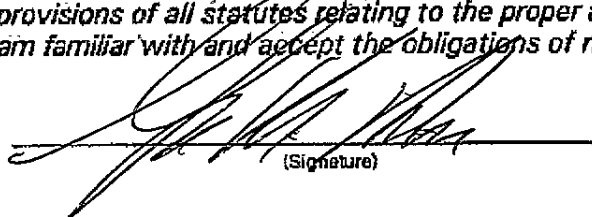
(P.O. Box not acceptable)

WEST PALM BEACH, FL 33401

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

6/19/00
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent