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AUTHORIZATION : *Patricia Pigeto*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 21 PM 1:10

ORDER DATE : July 21, 2000

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ORDER NO. : 771830-005

CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq  
Waldman Feluren & Trigoboff,  
P.a.  
One Financial Plaza, Ste 1500

Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: DJM HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135  
EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

EFFECTIVE DATE

7/18/00

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DIVISION OF CORPORATIONS

00 JUL 21 PM 1:10

ARTICLES OF INCORPORATION

OF

DJM HOLDINGS, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is DJM Holdings, Inc.

SECOND: The principal office of the Corporation shall be located at 8405 NW 53<sup>rd</sup> Street, Suite 812, Miami, FL 33166. The mailing address of the Corporation is 8405 NW 53<sup>rd</sup> Street, Suite 812, Miami, FL 33166.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 10,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is four which may be increased or decreased by the bylaws.

The names and addresses of the parties who are to serve as members of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jorge Ferrari	1680 Meridian Avenue Suite 402 Miami Beach, Florida 33139
Melvin M. Perez	Two Alhambra Plaza Suite 800 Coral Gables, Florida 33134
Michael Perillo	11899 Winged Foot Terrace Coral Springs, FL 33071
David W. Sasnett	16254 S.W. 67 <sup>th</sup> Court Pembroke Pines, FL 33331

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 8405 NW 53<sup>rd</sup> Street,

Suite 812, Miami, FL 33166 and the name of the initial registered agent of the Corporation at such address is Michael Perillo.


SIXTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Perillo	8405 NW 53 <sup>rd</sup> Street Suite 812 Miami, FL 33166

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been signed by the incorporator.

Signed on July 18, 2000

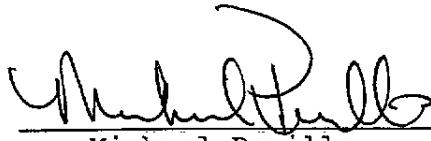
  
Michael Perillo, Incorporator

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DIVISION OF CORPORATIONS

Acceptance of Appointment by Registered Agent

00 JUL 21 PM 1:10

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
Michael Perillo