

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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D+M Florida Management, Inc.

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☒ Art of Inc. File Cert.

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

71:01 AM 71 907 00
T SMITH AUG 14 2000

Signature

Requested by: CM

Date

Time

Name

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION
OF
D & M FLORIDA MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby certify to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is D & M FLORIDA MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 6247 Winterset Garden Road, Winter Haven, Florida 33884 and the corporate mailing address is at said location.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Ten Dollars (\$1.00) par value

common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 6247 Winterset Garden Road, Winter Haven, Florida 33884, and the name of the initial registered agent at that address is DOUGLAS L. FAIREL.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

DOUGLAS L. FAIREL

*6247 Winterset Garden Road
Winter Haven, Florida 33884*

MICHAEL APPLEBAUM

*133 Wyndham Drive
Winter Haven, Florida 33884*

ARTICLE VIII - INCORPORATORS

DOUGLAS L. FAIREL, whose address is 6247 Winterset Garden Road, Winter Haven, Florida 33884, is the person signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the

fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts opposite their names:

<i>DOUGLAS L. FAIREL</i>	<i>50 shares</i>
<i>MICHAEL APPLEBAUM</i>	<i>50 shares</i>

Shares held by the initial stockholders listed above, and all subsequent shareholders, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


DOUGLAS L. FAIREL

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared DOUGLAS L. FAIREL, known to me to be the incorporator of D & M FLORIDA MANAGEMENT, INC., in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 11th day of August, 2000.

(NOTARY SEAL)



Patricia S. Owen
MY COMMISSION # CC846770 EXPIRES
August 18, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

A handwritten signature of Patricia S. Owen in cursive script.

Patricia S. Owen

Notary Public State of Florida
Commission No.: CC846770
Commission Expires: August 18, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 14 PM 1:24

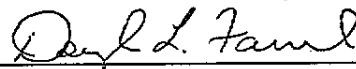
FILED

*In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
compliance with said act:*

*First -- that D & M FLORIDA MANAGEMENT, INC., desiring to organize under the laws
of the State of Florida, has named DOUGLAS L. FAIREL, of 6247 Winterset Garden Road,
Winter Haven, Florida 33884 as its agent to accept service of process within this state.*

ACKNOWLEDGMENT

*Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.*



DOUGLAS L. FAIREL
Registered Agent