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LAW OFFICES OF  
COHN & MONIOUDIS, P.A.

SCOTT E. COHN  
PERRY D. MONIOUDIS

315 S.E. 7TH STREET  
SECOND FLOOR  
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October 17, 2000

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700003430207--8  
-10/19/00--01094--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

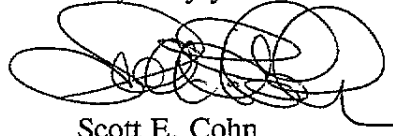
Re: D AND C HOLDINGS, INC.

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these copies stamped as received and returned to my office. A self-addressed postage stamped envelope is enclosed for your convenience. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,



Scott E. Cohn

SEC/atd

Enclosures

*Scott was advised  
of D.C. Holdings company, Inc.  
10/20  
OK per KB*

FILED  
00 OCT 19 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 10-20

**ARTICLES OF INCORPORATION**  
**OF**  
**D AND C HOLDINGS, INC.**

**FILED**  
**00 OCT 19 PM 2:19**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

**NAME OF CORPORATION**

The name of this organization shall be D AND C HOLDINGS, INC.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

The general purpose for which this corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida Business Corporations Act.

**ARTICLE IV**

**AUTHORIZED SHARES**

The total authorized capital stock of this corporation shall consist of 100 shares of Common

Stock, par value \$0.01 per share.

**ARTICLE V**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation will begin business shall be determined by the initial Board of Directors.

**ARTICLE VI**

**ADDRESS OF PRINCIPAL OFFICE**

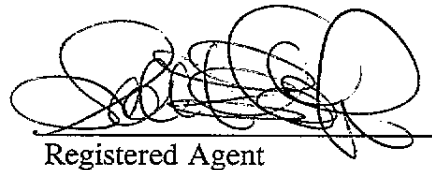
The address of the principal office of the Corporation is:

2945 Paddington Way  
Kissimmee, Florida 34747

**ARTICLE VII**

**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 315 SE 7th Street, Second floor, Ft. Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Scott E. Cohn, Esq., who, by his signature below accepts this designation.



Registered Agent

**ARTICLE VIII**

**NUMBER OF DIRECTORS**

This corporation shall have not less than one (1) director.

**ARTICLE IX**

**INITIAL BOARD OF DIRECTORS**

The names and street addresses of the initial members of the Board of Directors is:

NAME	ADDRESSES
DUNCAN MORRISON	2945 PADDINGTON WAY KISSIMMEE, FLORIDA 34747
CLAIRE MORRISON	2945 PADDINGTON WAY KISSIMMEE, FL 34747

**ARTICLE X**

**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
DUNCAN MORRISON	2945 PADDINGTON WAY KISSIMMEE, FL 34747

**ARTICLE XI**

**AFFILIATED TRANSACTIONS**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal,

this 9<sup>th</sup> day of October, 2000.

x   
DUNCAN MORRISON

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF Osceola    )

The foregoing instrument was acknowledged before me this 9<sup>th</sup>  
day of October, 2000, by DUNCAN MORRISON the Incorporator  
and who executed the foregoing Articles of Incorporation, and who  
is personally known to me or who produced Fl. Drivers License as  
identification and who did (did not) take an oath.

NOTARY PUBLIC

Sign: Wendy Faith Barwick

Print: Wendy Faith Barwick

My Commission Expires:

(SEAL)

