

COMPUBOOK SYSTEMS INC

ACCOUNTANTS IN PUBLIC PRACTICE

POST OFFICE BOX 18586
TAMPA, FLORIDA 33609
(813) 877-4595
FAX (813) 871-3310

PR0000116186

December 8, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

To Whom It May Concern:

Enclosed are the incorporation papers for D2S2 Enterprises, Inc.

Please return the all document to the following address:

Compubook Systems Inc
Post Office Box 18586
Tampa, Florida 33679

If you have any questions please call me.

Thank you,


Thomas Drudy

FILED
00 DEC 15 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

D2S2 ENTERPRISES, INC

FILED
00 DEC 15 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is D2S2 ENTERPRISES, INC

ARTICLE TWO

The period of its duration is perpetual. The effective date of the corporation is January 1, 2001

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all-lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation shall have authority to issue is 100 shares of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered agent and office is 3606 W. Kennedy Boulevard, Tampa, Florida 33609 and the name of its initial registered agent at such address is Denise Savino.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one. The name of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Title	
THOMAS DRUDY	President	50% ownership
Mitchell Starr	Vice-President	50% ownership

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers.

ARTICLE NINE

The name of the initial officers or directors of the corporation are:

THOMAS DRUDY	President
Mitchell Starr	Vice-President

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

ARTICLE ELEVEN

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE TWELVE

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE THIRTEEN

If a shareholder desires to sell his shares of stock, the buyer must be approved by all shareholders.

ARTICLE FOURTEEN

The principal office address of D2S2 ENTERPRISES, INC, 3606 W Kennedy Blvd., Tampa, Fl 33609.

ARTICLE FIFTEEN

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year.

ARTICLE SIXTEEN

The stockholders make the Section 1244 election for the common stock.

ARTICLE SEVENTEEN

Stockholders will share in the profits of the corporation in their respective shares.

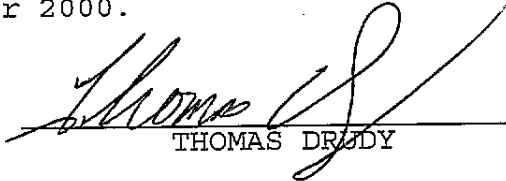
ARTICLE EIGHTEEN

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

THOMAS DRUDY
3606 W. Kennedy Boulevard
Tampa, Florida 33609

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

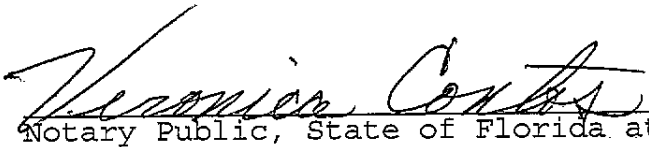
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on the 8th day of December 2000.


THOMAS DRUDY

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THOMAS DRUDY acknowledged the foregoing instrument before me this 8th day of December 2000. The person signing this document has appeared before me and is personally known.


Notary Public, State of Florida at Large

My commission expires:

