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Susan E. Wilhelm

March 26, 2001

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

Re: DFC Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of DFC Enterprises, Inc. We also enclose a money order in the amount of \$78.75 representing:

Filing fee	\$35.00
Certificate designating registered agent	35.00
Certified copy of Articles of Incorporation	<u>8.75</u>

TOTAL FEE: \$78.75

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with the Certificate designating registered agent, certified copy of Articles of Incorporation, and the charter number for this corporation.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Mike Colodny (signature)

Mike Colodny
Signed for in the absence of Mike Colodny to prevent delay

MC/pm
Enc:

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MAR 29 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

084/3

**ARTICLES OF INCORPORATION
OF
DFC ENTERPRISES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

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01 MAR 29 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: DFC ENTERPRISES, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be ONE HUNDRED SHARES at no par value.

ARTICLE IV

The street address of the principal office of this corporation will be 1020 Homewood Boulevard, #K-104, Delray Beach, Florida 33445.

ARTICLE V

The initial street address of the Corporation's registered office is 1020 Homewood Boulevard, #K-104, Delray Beach, Florida 33445. The initial registered agent for the Corporation at that address is DANIEL F. CONNER.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

DANIEL F. CONNER, President

ADDRESS

1020 Homewood Blvd., #K-104
Delray Beach, Florida 33368

ARTICLE VII

The name and street address of the person signing these articles of incorporation is DANIEL F. CONNER, 1020 Homewood Boulevard, #K-104, Delray Beach, Florida 33445.

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

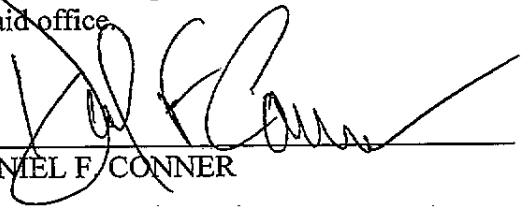
ARTICLE VIII

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

First. DFC ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 1020 Homewood Boulevard, #K-104, Delray Beach, Florida 33445, has named DANIEL F. CONNER as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

Having been named to accept service of process for DFC ENTERPRISES, INC., at the 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.


DANIEL F. CONNER

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20th day of March, 2001.

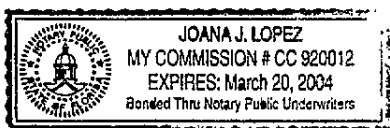


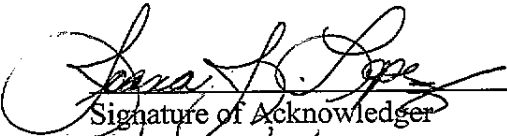
DANIEL F. CONNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument (Articles of Incorporation for DFC ENTERPRISES, INC.,) was acknowledged before me this 20 day of March, 2001, by DANIEL F. CONNER who is personally known to me or who has produced Driver's License as identification.

My commission expires:





Signature of Acknowledger

Joana J. Lopez

Typed/Printed Name of Acknowledger