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FLORIDA PROFIT CORPORATION OR P.A.

DFRE-BAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAY 18 2001

ARTICLES OF INCORPORATION

OF

DFRE-BAY, INC.

ARTICLE 1

Name

The name of the corporation is DFRE-BAY, INC. (hereinafter called the "Corporation").

ARTICLE 2

Address

The street address of the initial principal office and the mailing address of the corporation is 7104 Melrose Castle Lane, Boca Raton, Florida 33496.

ARTICLE 3

Authorized Shares

The number of shares that the Corporation is authorized to issue is:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE 4

Registered Office and Agent

The street address of the Corporation's initial registered office is 7104 Melrose Castle Lane, Boca Raton, Florida 33496, and the name of its initial registered agent at that office is MARK B. DAVIS.

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ARTICLE 5

Incorporator

The name of the Incorporator is MARK B. DAVIS and the address of the Incorporator is 7104 Melrose Castle Lane, Boca Raton, Florida 33496.

ARTICLE 6

Initial Directors

The name and address of the individual who is to serve as the initial director of the Corporation is:

MARK B. DAVIS
7104 Melrose Castle Lane
Boca Raton, Florida 33496

ARTICLE 7

Indemnification of Officers and Directors

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE 8

Special Meetings of Shareholders

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE 9

Bylaws

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation as of the 18th day of May, 2001.



Mark B. Davis, Incorporator

**CONSENT OF REGISTERED AGENT
OF
DFRE-BAY, INC.**

The undersigned, MARK B. DAVIS, whose business address is 7104 Melrose Castle Lane, Boca Raton, Florida 33496, hereby accepts appointment as the initial registered agent of DFRE-BAY, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of Florida Statutes.



Mark B. Davis, Registered Agent

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