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Law Offices
ALLAN M. LERNER
A Professional Association

2888 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

Telephone: (954) 563-8111
Facsimile: (954) 563-8522
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July 13, 2001

Via Overnight Delivery

Ms. Wanda Cunningham
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/16/01--01072--017
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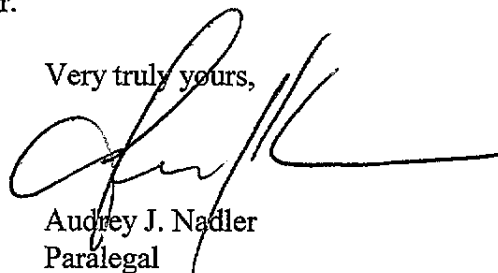
Re: *DAC Investment & Consultant Corp.*

Dear Ms. Cunningham:

Enclosed is an original and one (1) copy of the articles of incorporation of DAC Investment Corp., and a check in the sum of \$70 representing filing fees. In addition, I have enclosed a return overnight delivery envelope.

Thank you for your courtesy in this matter.

Very truly yours,


Audrey J. Nadler
Paralegal

ajn

Enclosures

FILED
01 JUL 16 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Audrey J. Nadler
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. I*
DATE *7-16-01*
DOC. EXAM *WLC*

7-16-01
WLC

**ARTICLES OF INCORPORATION
OF DAC INVESTMENT & CONSULTANT CORP.**

ARTICLE I - NAME

The name of the corporation shall be: DAC INVESTMENT & CONSULTANT CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is: 19955 NE 38TH Court
Unit 601
Miami, Florida 33180

ARTICLE III - PURPOSES

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$0.001 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Allan M. Lerner. The address of the registered agent is 2888 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The initial Director of the corporation is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David A. Collins

19955 NE 38th Court
Unit 601
Miami, Florida 33180

ARTICLE VI - INDEMNIFICATION

The corporation is authorized to provide indemnification of its officers, directors employees and agents to the fullest extent permitted by Florida Statute, §607.0850 of the Florida Business Corporation Act.

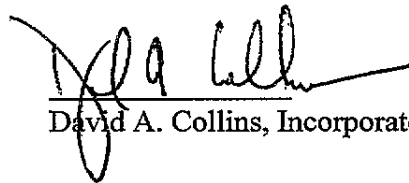
ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: David A. Collins, whose address is 19955 NE 38th Court, Unit 601 Miami, Florida 33180.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of July, 2001.



David A. Collins, Incorporator

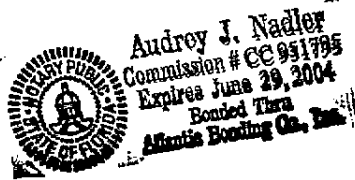
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared David A. Collins, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

SWORN TO and SUBSCRIBED before me this 12th day of July, 2001.

 / Personally known
 Produced Identification
 Type of Identification

Notary Public, State of Florida



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

DAC INVESTMENT & CONSULTANT CORP.

FIRST--THAT _____, desiring to organize or qualify under the laws of the
state of Florida, with its principal place of business at the city of Miami, State of Florida, has named
Allan M. Lerner located at 2888 East Oakland Park Boulevard, City of Fort Lauderdale, Florida,
State of Florida, as its agent to accept service of process within Florida.

SIGNATURE: 
David A. Collins

TITLE: Incorporator

DATE: 7/12/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Allan M. Lerner, Registered Agent

DATE: 7/12/01