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ACCOUNT NO. : 072100000032

REFERENCE : 401431 7281455

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
2001 AUG - 7 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : August 7, 2001

ORDER TIME : 12:59 PM

ORDER NO. : 401431-005

CUSTOMER NO: 7281455

CUSTOMER: Ms. Diane McCall
Dakota Yachts Industries, Inc.

Suite A
1985 S.e. Airport Road
Stuart, FL 34996

900004523139--7

DOMESTIC FILING

NAME: D.C. MANPOWER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
01 AUG - 7 PM 1:44
DIVISION OF CORPORATION
8/7/01

**ARTICLES OF INCORPORATION
OF
D.C. MANPOWER, INC.**

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ARTICLE I. NAME

The name of the Corporation shall be:

D.C. MANPOWER, INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III. CAPITAL STOCK

A. To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, and cancellation.

B. The capital stock of the Corporation shall consist of a total of 1,000,000 shares of Class A Common Stock, par value \$.0001, which shall have the normal rights and preferences, including voting, for Common Stock as set forth under law.

ARTICLE IV. REGISTERED AGENT

The address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at such address is Corporation Service Company.

ARTICLE V. MAILING ADDRESS

The initial mailing address for the Corporation is 1985 S.E. Airport Road, Suite A, Stuart, Florida 34996.

ARTICLE VI. BOARD OF DIRECTORS AUTHORITY

In addition to such other authority granted under Florida law, the other Articles of the Articles of Incorporation, and the Bylaws, except to the extent such right is unconditionally vested with the Shareholders or in any case prohibited by law, the Board of Directors shall have the authority to take any action or make any determination, without the need for Shareholder approval including, without limitation, changing the Articles of Incorporation and Bylaws of the Corporation, and with respect to mergers, acquisitions, the issuance of securities, stock splits, reverse or otherwise, and similar events.

ARTICLE VIII.

To the fullest extent permitted by the Florida Business Corporation Act, the corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such a person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation

as a director of another Corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the Corporation or a director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX.

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE X.

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE XI.

The name(s) and address(es) of the incorporator(s) of this Corporation is/are:

Catherine Passey, 1985 Airport Road, Suite A, Stuart, Florida

Diane McCall, 1985 Airport Road, Suite A, Stuart, Florida

ARTICLE XII.

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 6th day of August, 2001.

Catherine Cassey
Daniel Cassey

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida submits the following statement in designating the registered agent, in the State of Florida.

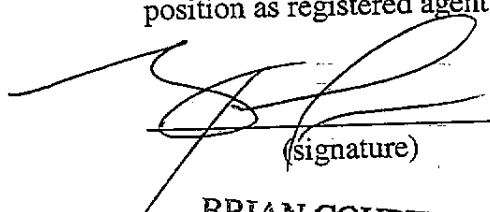
Name of the Corporation:

D.C. Manpower, Inc.

Name and address of the registered agent and office is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this acceptance, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(signature)

as its agent

BRIAN COURTNEY, ASST. V.P.
(printed name and title)

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