

OFFICE USE ONLY (DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

Handwritten signature and number 7436

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. D & M ENTERPRISES OF FLORIDA, INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
01 NOV - 7 PM 1:26 RECEIVED
SECRETARY OF REVENUE
TALLAHASSEE COMMISSION OF CORPORATION
04 NOV - 5 AM 10:19

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

Handwritten 11/5

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 5, 2001

LAZARUS

MIAMI, FL

SUBJECT: D & M ENTERPRISES OF FLORIDA, INC.
Ref. Number: W01000025446

We have received your document for D & M ENTERPRISES OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 601A00060092

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01 NOV -7 AM 10:48
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION
OF

D & M Group Enterprises, Inc.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be D & M Group Enterprises, Inc., and its principal place of business shall be in South Florida with the right to change and move said principal place of business and such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall not be less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be:

76 NE 170th Street,
North Miami Beach, FL 33162

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V11

The number of directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5).

ARTICLE V111

The names and post office addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

Owen Donaldson - President	76 NE 170 th Street North Miami Beach, FL 33162
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Dwayne Montique – V/President	735 Holly Street North Lauderdale, FL 33068
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ARTICLE 1X

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for it's indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the state of Florida. The corporation may in it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of the shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE X1

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Owen Donaldson	50
Dwayne Montique	50

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other person unless approved by the President of the corporation, The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE X11

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written Notice.

ARTICLE X111

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fiftyone percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE X1V

RIGHT OF SHAREHOLDER DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the share of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article X11.

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XVII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XX11

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

76 NE 170th Street
North Miami Beach, FL 33162

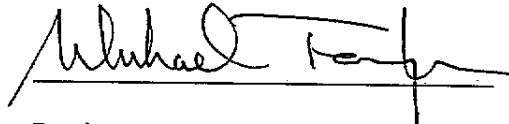
ARTICLE XX111

The name and address to the subscriber to these Articles is:

Michael Taylor
17334 NW 62ND Court
Hialeah, FL 33015

ARTICLE XX1V

The Registered Agent of this corporation is Michael Taylor. I, the above named Subscriber and Registered Agent hereunto set my hand and seal this 5th day of October, 2001. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Registered Office Address
17334 NW 62nd CT.
Hialeah, FL 33015

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA