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November 7, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/09/01--01021--001
*****70.00 *****70.00

Re: Incorporation of D & L Construction
and Development, Inc.

To Whom It May Concern:

In connection with the above referenced matter, I am herewith enclosing an original and copy of my client's Articles of Incorporation for D & L Construction and Development, Inc.

At this time, I would appreciate your filing same and thereafter returning a copy of the filed Articles to my office in the self addressed stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,

STEPHEN N. ROSENTHAL

SNR:laa
Encl.

P.S. I am also enclosing my check in the sum of \$70.00 to cover your costs.

01 NOV -9 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D & L CONSTRUCTION & DEVELOPMENT, INC.

THE UNDERSIGNED do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

D & L CONSTRUCTION & DEVELOPMENT, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of constructing, designing, remodeling, renovating, purchasing, leasing, managing, selling and developing of real and personal property together with any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

One Hundred (100) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the by-laws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

251 Berkley Road
Unit 208
Hollywood, Florida 33024

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Danny L. Carico, and the Registered Office shall be located at: 251 Berkley Road, Unit 208, Hollywood, Florida 33024 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Danny L. Carico	President	251 Berkley Rd.
	Vice President	Unit 208
	Secretary	Hollywood, Fl. 33024
	Treasurer	

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Danny L. Carico	251 Berkley Road Unit 208 Hollywood, Florida 33024

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Danny L. Carico	251 Berkley Rd. Unit 208 Hollywood, Fl. 33024	100	

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BY-LAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as

provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 7th day of November, 2001.


Danny L. Carico (SEAL)
DANNY L. CARICO

STATE OF FLORIDA)
) .SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7 day of November, 2001, by Danny L. Carico, who is personally known to me and have produced her driver's license as identification and who did (did not) take an oath.

[Signature]
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

 Stephen N Rosenthal
My Commission CC728649
Expires March 29, 2002

FILED

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**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of D & L CONSTRUCTION & DEVELOPMENT, INC. and agree to serve as its Registered Agent, to accept service of process within the State of Florida as its Registered Office located at: 251 Berkley, Unit 208, Hollywood, Florida 33024.


DANNY L. CARICO, REGISTERED AGENT