

PO1000115783

**JUAN LUCIO & COMPANY**

3940 Adra Avenue

Miami, FL 33178

(305) 593 9106 - (305) 594-4457

Accountants

Tax Consultants

12/3/2001

SECRETARY OF STATE

Division of Corporations

409 East Gaines St.

Tallahassee, FL 32399

200004704352--4

-12/04/01--01061--010

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: **D & P GROUP, INC.**

Gentlemen:

Enclosed please find original Articles of Incorporation of **D & P GROUP, INC.** to be processed, along with a check for \$ 78.75, which include the filing fees, certificate under seal and registered agent designation.

As of today, the name was available according to your office. In the event there is a problem, please feel free to contact the undersigned.

Since time is of the essence, we would appreciate your processing the foregoing application at your earliest convenience.

Your cooperation will be appreciated.

Sincerely yours,

**JUAN LUCIO & COMPANY**

  
Juan Lucio  
For the firm

JL:ll

Enclosures

FILED  
01 DEC -4 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE DEC - 6 2001

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ARTICLES OF INCORPORATION  
OF  
D & P GROUP, INC.

FILED  
01 DEC -4 PM 3: 10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: **D & P GROUP, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and or lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **FIVE HUNDRED (500)** shares of **ONE AND NO% DOLLARS (\$ 1.00)** par value common stock, which shall be designated **"COMMON SHARES"**.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The mailing and street address of the initial registered office is 3940 Adra Ave, Miami Fl, 33178 and that of the principal office of this corporation is, 3940 Adra Ave, Miami Fl and the initial registered agent of this corporation at that address is **Juan Lucio**

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have **ONE (1)** director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these articles is:

**Jorge Almerini**

**4471 NW 36 St, Suite 256  
Miami Fl, 33166**

### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

### **ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

### **ARTICLE X - RIGHT OF SHAREHOLDERS TO DISSENT**

The approval of the shareholders of this corporation shall have the right to dissent from any corporate action from which shareholders are entitled to dissent under the Florida General Corporation Act.

### **ARTICLE XI - MEETING BY CONFERENCE TELEPHONE**

Members of the Board of directors may participate in meeting of the Board of Directors by mean of conference telephone as provided by law.

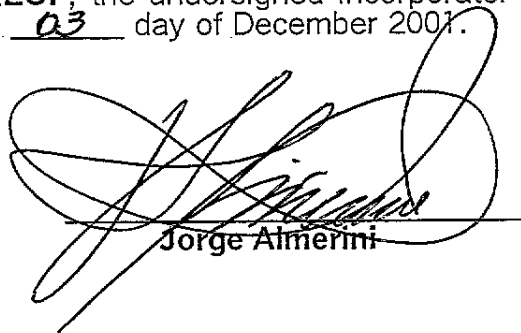
### **ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

### **ARTICLE XIII**

The shares of this corporation may be issued pursuant to the provision of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits there under.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of Incorporation this 03 day of December 2001.



Jorge Almerini

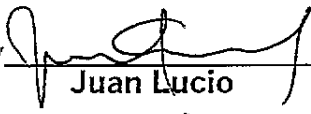
**CERTIFICATE OF RESIDENT AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

**FIRST:** That **D & P Group, Inc.** Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named **Juan Lucio**, located at 3040 Adra Ave, City of Miami, County of Dade, State of Florida as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By  \_\_\_\_\_  
Juan Lucio

STATE OF FLORIDA

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SS

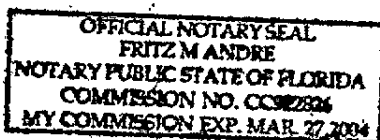
COUNTY OF DADE

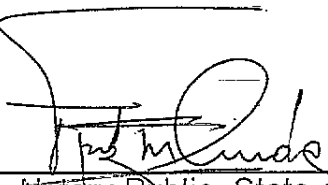
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**BEFORE ME**, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Juan Lucio**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those article of incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of December. 2001

Notary Public Seal



  
Notary Public, State of  
Florida at Large

FILED  
01 DEC -4 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA