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FILED
02 JAN 24 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 21, 2002

Division Of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: DL Acquisition Corp. 2
DL Acquisition Corp. 3

200004794322--8
-01/24/02--01054--019
*****157.50 *****78.75

Dear Sir or Madam:

Enclosed please find an original and copy of Articles of Articles of Incorporation for the two listed companies. Also enclosed is a check in the amount of \$157.50.

Please file the Articles and send a certified copy for each company to my attention at the above address.

Very truly yours



Scott E. Tuckman

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**ARTICLES OF INCORPORATION
OF**

DL ACQUISITION CORP. 3

ARTICLE I. NAME

The name of the Corporation is **DL ACQUISITION CORP. 3** (the "Company").

ARTICLE II. MAILING ADDRESS

The current mailing address of the principal place of business of the Company is 622 Banyan Trail, Boca Raton, Florida 33431

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 1,000 shares of common stock, par value \$ 0.01 per share (the "Common Stock").

1. Voting Rights. Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

2. Dividends. The holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the net assets of the Company, if any, shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights.

ARTICLE IV. REGISTERED AGENT

The name and street address of the Company's registered agent is:

Scott E. Tuckman
622 Banyan Trail
Boca Raton, Florida 33431
(561) 997-2888

ARTICLE V. INCORPORATORS

The name and address of the incorporator is:

Designlogix, Inc., a Florida corporation,
with its principal place of business located at:
622 Banyan Trail, Boca Raton, Florida 33431

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ARTICLE VI. BOARD OF DIRECTORS

A. **Number of Directors.** The number of directors constituting the Company's Board of Directors shall be fixed from time to time in the manner provided in the Company's Bylaws. The names of the initial directors of the Company are:

LOUIS S. WELTMAN
JILL K. WELTMAN

B. **Term of Office.** The Board of Directors shall be composed of one class. The number of directors shall be determined by the Board of Directors and approved by the Shareholders. The initial term of the directors shall expire at the third ensuing annual meeting of shareholders conducted after the record date of the incorporation of the Company. The directors shall serve until their respective successors are duly elected and qualified, or until their earlier resignation, death, incapacity or removal from office. At each annual meeting of shareholders, directors whose term expires shall be elected, and the directors chosen to succeed those whose terms shall have expired shall be elected to hold office for a term to expire at the third ensuing annual meeting of shareholders after their election, and until their respective successors are elected and qualified or until their earlier resignation, death, incapacity or removal from office.

C. **Vacancies.** A director may resign at any time by giving written notice to the Company, the Board of Directors or the Chairman of the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors due to death, resignation, retirement, disqualification, removal and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

D. **Removal.** A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of outstanding shares of capital stock of the Company entitled to vote for the election of directors.

ARTICLE VII. LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Company or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Company or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. This Article VI shall be read to authorize the limitation of liability to the fullest extent permitted under Florida law. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Company existing immediately prior to such repeal or modification.

ARTICLE VIII. SPECIAL MEETINGS OF SHAREHOLDERS

Except as otherwise required by law and subject to the rights of the holders of the Preferred Stock, special meetings of shareholders of the Company may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Company's Chief Executive Officer or President, (iii) the holders of at least 50% of the outstanding shares of capital stock of the Company. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article VII shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

ARTICLE IX. INDEMNIFICATION

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part hereof. Notwithstanding this power, certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose. Except for such provisions requiring a two-thirds vote to alter, amend or repeal, the Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

ARTICLE XI. NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by the Company shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE XII. AMENDMENT

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the shareholders of the Company in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation pursuant to the laws of the State of Florida, as of January 18, 2002

DL ACQUISITION CORP. 3, a Florida corporation

By: Louis S. Weltman
Designlogix, Inc.

by Louis S. Weltman, Chief Executive Officer

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I, Scott E. Tuckman hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation for DL Acquisition Corp. 3 and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Scott E. Tuckman 1-12-02
Scott E. Tuckman
622 Banyan Trail
Boca Raton, Florida 33431
Telephone: (561) 997-2888

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