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Marc I. Solomon
Attorney At Law

FILED

02 FEB -1 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/01/02--01048--002
****157.50 *****78.75

Dear Sir or Madam:

I am enclosing for filing the Articles of Incorporation for two Florida Corporations, DC Industries, Inc., and Cochrane Capital, Inc. I am further enclosing a check made payable to the Florida Department of State in the sum of \$157.50. This sum represents the Filing fee, Designation of Registered Agent fee and the fee for a certified copy of the Articles of Incorporation for each of the two companies.

If you have any questions with regard the enclosed filing, please contact the undersigned at (561) 750-1399.

Very Truly Yours,

Marc I. Solomon, Esq.

Marc I. Solomon, P.A.
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Boca Raton, Florida 33431
Phone: (561) 750-1399 • Fax: (561) 392-6282
E-mail: msolomon@wiredol.com

ARTICLES OF INCORPORATION
OF
COCHRANE CAPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Cochrane Capital, Inc.

ARTICLE II

The street address of the principal office of the Corporation is 2900 University Drive, Suite 76, Coral Springs, FL 33065

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100 shares, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 4400 N. Federal Highway, Suite 210, Boca Raton, FL 33431. The initial registered agent for the Corporation at that address is Marc I. Solomon, Esq.

ARTICLE V

The general nature of this corporation is to engage in any activity or business permitted under the laws of the state of Florida.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name/Address

Douglas Cochrane-2900 University Drive, Suite 76, Coral Springs, FL 33065

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation are:

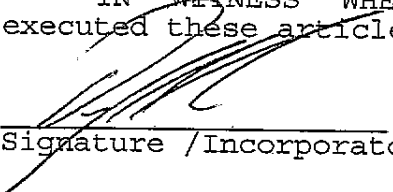
Name/Address

Douglas Cochrane-2900 University Drive, Suite 76, Coral Springs,
FL 33065

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

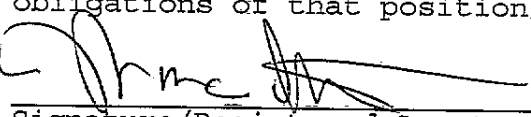
IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on January 24, 2002.


Signature /Incorporator

1/24/02
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Signature/Registered Agent

1/24/2002
Date