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FLORIDA PROFIT CORPORATION OR P.A.

DANDREA VENTURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DANDREA VENTURES, INC.

ARTICLE 1

Name

The name of the corporation is DANDREA VENTURES, INC. (hereinafter called the "Corporation").

ARTICLE 2

Address

The street address of the initial principal office and the mailing address of the corporation is 3370 NE 190th Street, Apt. 713, Aventura, Florida 33180.

ARTICLE 3

Authorized Shares

The number of shares that the Corporation is authorized to issue is:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	50.01	Common

ARTICLE 4

Registered Office and Agent

The street address of the Corporation's initial registered office is 3370 NE 190th Street, Apt. 713, Aventura, Florida 33180, and the name of its initial registered agent at that office is ROBERT DANDREA.

ARTICLE 5

Incorporator

The name of the Incorporator is ROBERT DANDREA, and the address of the Incorporator is 3370 NE 190th Street, Apt. 713, Aventura, Florida 33180.

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ARTICLE 6

Initial Directors

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

PAUL R. DANDREA
4810 Shadywood Lane
Colleyville, TX 76034

ROBERT DANDREA
3370 NE 190th Street, Apt. 713
Aventura, FL 33180

ARTICLE 7

Indemnification of Officers and Directors

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE 8

Special Meetings of Shareholders

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE 9

Bylaws

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation as of the 14th day of February, 2003.


Robert Dandrea, Incorporator

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**CONSENT OF REGISTERED AGENT
DANDREA VENTURES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Robert Dandrea, whose business address is 3370 NE 190th Street, Apt. 713, Aventura, Florida 33180, hereby accepts appointment as the initial registered agent of DANDREA VENTURES, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of Florida Statutes.


Robert Dandrea, Registered Agent