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700022417957

08/29/03--01064--026 **78.75

RECEIVED
03 AUG 29 AM 11:58
DEPT. OF REVENUE
CIVIL DIVISION
TALLAHASSEE, FLORIDA

FILED
03 SEP -5 PM 1:21
TALLAHASSEE, FLORIDA

~~105-24948~~

6-9-8

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. D&D OF FLORIDA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED
03 SEP -5 PM 3:10
DIVISION OF CORPORATION

August 29, 2003

LAZARUS CORPORATE FILING SERVICE

SUBJECT: D & D OF FLORIDA, INC.
Ref. Number: W03000024770

We have received your document for D & D OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 103A00048753

ARTICLE OF INCORPORATION
OF

D & D OF MIAMI, INC.

FILED
03 SEP -5 PM 1:21
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE STATUTE OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF INCORPORATING FOR PROFIT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: D & D OF MIAMI, INC.

ARTICLE TWO

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS THAT CAN BE ADVANTAGEOUSLY CARRIED IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.
2. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE THREE

THE AGGREGATE NUMBER OF SHARES, WHICH THE CORPORATION IS AUTHORIZED TO ISSUE, IS 500 SHARES OF COMMON STOCK, SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00.

ARTICLE FOUR

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BY-LAWS FOR WRITTEN AGREEMENT AMONG THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE OF THE OFFICER OF THE CORPORATION SO NAMED IN ARTICLE SEVEN HEREIN.

THE BY-LAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT THE ELECTIONS OF THE DIRECTORS OF THE CORPORATION.

ARTICLE FIVE

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION MAY BEGIN BUSINESS SHALL NOT BE LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE SIX

THE EXISTENCE OF THE CORPORATION IS PERPETUAL

ARTICLE SEVEN

THE INITIAL ADDRESS AND REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE: 782 NW 42ND AVENUE SUITE 433, MIAMI, FL 33126. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO ANY OTHER ADDRESS WITHIN THE STATE OF FLORIDA. THE REGISTERED AGENT IS: GIANFRANCO PASSARIELLO ADDRESS: 782 NW 42ND AVENUE SUITE 433 MIAMI, FL 33126.

ARTICLE EIGHT

A BOARD OF DIRECTOR(S) CONSISTING OF NOT LESS THAN (1) AND NO MORE THAN (5) SHALL MANAGE THE BUSINESS OF THE CORPORATION. A QUORUM FOR THE HOLDING OF A MEETING OF THE BOARD OF DIRECTOR(S), AND FOR THE TRANSACTION OF ANY BUSINESS PROPERLY CARRIED OUT BY THE DIRECTOR(S) ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THEREOF. BUT, THE DIRECTOR(S), BY UNANIMOUS CONSENT IN WRITING, INCLUDED IN THE MINUTES OF THE CORPORATION, MAY CONSENT TO THE DOING OF ANY ACT AND SUCH CONSENT IN WRITING SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH A FORMAL MEETING HAD BEEN HELD PURSUANT TO CALL BEING DULY MADE AND AS THOUGH THE SAID ACT HAD BEEN COMPLETED AND AUTHORIZED AT A MEETING AT WHICH A QUORUM HAD BEEN PRESENT, AND / OR SUCH DUTIES MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS AS FOLLOWS. THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS:

PRESIDENT: GIANFRANCO PASSARIELLO 782 NW 42ND AVE # 433 MIAMI FL

VICE-PRES.: GIANFRANCO PASSARIELLO 782 NW 42ND AVE # 433 MIAMI FL

SECRETARY: GIANFRANCO PASSARIELLO 782 NW 42ND AVE # 433 MIAMI FL

TREASURER: GIANFRANCO PASSARIELLO 782 NW 42ND AVE # 433 MIAMI FL

ARTICLE TEN

THE NAME AND ADDRESS OF THE SUBSCRIBERS TO THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK THAT THEY AGREE TO TAKE ARE AS FOLLOWS:

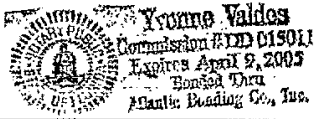
NAME:	ADDRESS:	SHARES/CASH VALUE
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<u>GIANFRANCO PASSARIELLO</u>	<u>782 NW 42 AVE #433 MIAMI, FL</u>	<u>500 \$500.00</u>
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ARTICLE ELEVEN

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE IN ORDER THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS THEREUNDER.

IN WITNESS WHEREOF: WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 28TH DAY OF AUGUST, 2003.



(SEAL)

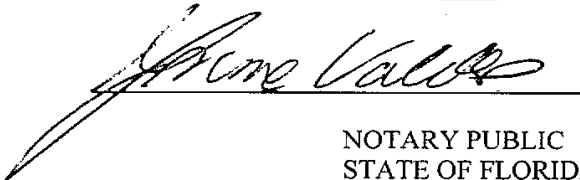

(SEAL)

(SEAL)

STATE OF FLORIDA
COUNTY OF MIAMI DADE

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, AN OFFICER BULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS IN THE STATE OF FLORIDA, GIANFRANCO PASSARIELLO TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AN WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED FREELY AND VOLUNTARILY FOR THE PURPOSE THREIN EXPRESSED.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON THIS 28TH DAY OF AUGUST, 2003.



NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES



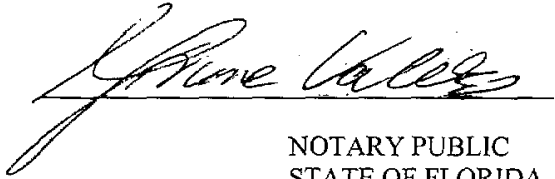
ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.


REGISTERED AGENT
GIANFRANCO PASSARIELLO

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED GIANFRANCO PASSARIELLO, WELL KNOWN TO
ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ACCEPTANCE BY
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED THAT ACCEPTANCE ON THE 28TH DAY OF AUGUST, 2003.



NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES



Yvonne Valdes
Commission # 00015011
Expires April 9, 2005
Bonds Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091,
FLORIDA STATUTES:
D & D OF MIAMI, INC., A CORPORATION ORGANIZED (OR ORGANIZING)
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE
AT 782 NW 42ND AVE SUITE 433 MIAMI, FL 33126 HAS NAMED
GIANFRANCO PASSARIELLO, PRESENT AT 782 NW 42ND AVE. SUITE 433
MIAMI DADE COUNTY AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THIS STATE.

OFFICERS:

NAMES	TITLE	ADDRESS
<u>GIANFRANCO PASSARIELLO</u>	<u>PRESIDENT</u>	<u>782 NW 42 AVE #433 MIAMI FL 33126</u>
<u>GIANFRANCO PASSARIELLO</u>	<u>VICE-PRES.</u>	<u>782 NW 42 AVE #433 MIAMI FL 33126</u>
<u>GIANFRANCO PASSARIELLO</u>	<u>SECRETARY</u>	<u>782 NW 42 AVE #433 MIAMI FL 33126</u>
<u>GIANFRANCO PASSARIELLO</u>	<u>TREASURER</u>	<u>782 NW 42 AVE #433 MIAMI FL 33126</u>

DIRECTOR(S):

NAMES	ADDRESS
<u>GIANFRANCO PASSARIELLO</u>	<u>782 NW 42ND AVE SUITE 433 MIAMI, FL 33126</u>

BY


CORPORATE OFFICER

GIANFRANCO PASSARIELLO

ACCEPTANCE:

I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS, TO KEEP
OFFICE OPEN DURING PRESCRIBED HOURS, TO POST MY NAME (AND ANY
OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT
SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN
SOME CONSPICUOUS PLACE IN OFFICE AS LAW REQUIRES.


RESIDENT AGENT

GIANFRANCO PASSARIELO

FILED
03 SEP -5 PM 1:21
CLERK OF COURT
MIAMI DADE COUNTY