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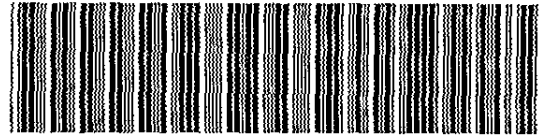
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 9/26

LAW OFFICES
WILLIAMS & HEFFLING
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LOUIS L. WILLIAMS, P.A.*
*BOARD CERTIFIED CIVIL TRIAL LAWYER
JOHN D. HEFFLING, P.A.

LEGAL SUPPORT STAFF:
JOANN FRUEH
THERESA M. STROH

316 BANYAN BOULEVARD
WEST PALM BEACH, FLORIDA 33401

PLEASE REPLY TO:
P.O. Box 4118
WEST PALM BEACH, FL 33402

TELEPHONE (561) 659-3500
TOLL FREE (800) 401-4LAW
FACSIMILE (561) 655-3158

September 12, 2003

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

Re: Russo / D R SOUTH, INC.
File No. 6571.01

Dear Sir/Madam:

Enclosed please find the original and one copy of the following:

1. Transmittal letter
2. Check#1745 in the sum of \$87.50
3. Articles of Incorporation of D R SOUTH, INC.

Please file the original with the state and return a Certified Copy of a Certificate of Status to this office. Should you have any questions, please do not hesitate to contact me.

Sincerely,


Louis L. Williams

LLW:tms
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 17, 2003

WILLIAMS & HELFING, P.A.
316 BAYNA BOULEVARD
WEST PALM BEACH, FL 33401

SUBJECT: D R SOUTH, INC.
Ref. Number: W03000026620

We have received your document for D R SOUTH, INC. and your check(s) totaling \$87.50. 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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 503A00051582

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

D RUSSO SOUTH, INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **D RUSSO SOUTH, INC.** and its principal place of business shall be located at 41 West Main Street, Somerville, NJ 08876.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar per share (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 316 Banyan Blvd., West Palm Beach, Florida 33402, and the name of the initial registered agent of this corporation at that address is Louis L. Williams, Esquire.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have One (1) Director who shall serve until his successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Daniel R. Russo	5 Pondview Lane, Flanders, New Jersey 07836-0481

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President	Daniel R. Russo, 5 Pondview Lane, Flanders, NJ 07836-4801
Vice President	Daniel R. Russo, 5 Pondview Lane, Flanders, NJ 07836-4801
Secretary	Daniel R. Russo, 5 Pondview Lane, Flanders, NJ 07836-4801
Treasurer	Daniel R. Russo, 5 Pondview Lane, Flanders, NJ 07836-4801

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Daniel R. Russo	5 Pondview Lane, Flanders, NJ 07836-4801

ARTICLE X - INDEMNIFICATION

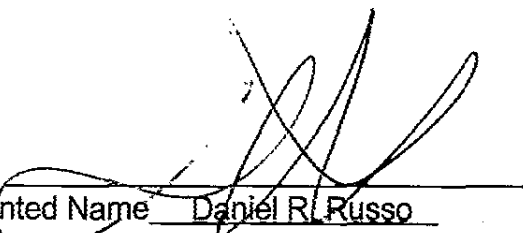
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 9/11/03, 2003.

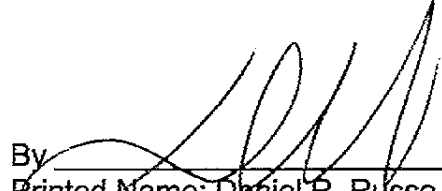
By 
Printed Name Daniel R. Russo
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, D RUSSO SOUTH, INC. desiring to organize or qualify under the laws of the State of Florida, has named LOUIS L. WILLIAMS, ESQUIRE, located at 316 Banyan Blvd., West Palm Beach, FL 33401, as its agent to accept service of process within Florida.

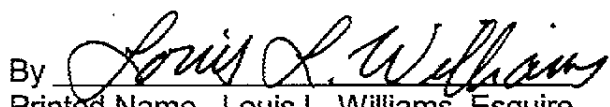
Dated: 9/11, 2003.

By 
Printed Name: Daniel R. Russo
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 9/12, 2003.

By 
Printed Name Louis L. Williams, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA