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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06-16-04

BLAISE PICCHI, P.A.
ATTORNEY AT LAW

TELEPHONE (954) 462-0190

SUITE 205 • NORTHMARK BUILDING • 33 NORTHEAST 2ND STREET • FORT LAUDERDALE, FLORIDA 33301

June 7, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Incorporation of DH & PG, INCORPORATED**

Enclosed please find our check in the amount of $78.75 Amount of checkfor the filing fee of the above corporation. Also enclosed you will find the original and one copy of the Articles of Incorporation along with the Designation and Acceptance of the Registered Agent to that corporation.

Please file the enclosed corporation and return to our office at your earliest convenience an original corporate certificate along with the stamped and entered copy of the articles of incorporation.

Should there be any irregularity in this filing please contact our office by telephone, collect, to give us an opportunity to correct before returning the documents.

Your cooperation and assistance is appreciated.

Sincerely,

Blaise Picchi

BP/wp
encls:

ARTICLES OF INCORPORATION

OF

DH & PD, INCORPORATED

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I. CORPORATE NAME AND INITIAL PRINCIPAL OFFICE.

The name of the corporation is DH & PD, INCORPORATED. and its initial principal office is located at Suite 205, 33 Northeast 2nd Street, Fort Lauderdale, Florida 33301.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of $1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Blaise Picchi
Suite 205
33 Northeast 2nd Street
Fort Lauderdale, Florida 33301

The Stockholders may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI. STOCKHOLDER MANAGEMENT.

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

ARTICLE VII. SUBCHAPTER S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to naturalpersons who are not nonresident aliens.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

David Hummel
2361 Northeast 48^{th} Court
Lighthouse Point, Florida 33064

ARTICLE IX. AMENDMENT.

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE X. BYLAWS.

The initial Bylaws shall be adopted by the Shareholders. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the shareholders. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with Florida law or these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, an Incorporator, has executed the foregoing Articles of Incorporation on this 7 day of June, 2004.

David P. Hummel

David Hummel
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared David Hummel known to me to be the person described as Incorporator or who produced the below listed identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation and who did not take and oath, on the 7 day of June, 2004.

Notary Public
State of Florida at Large

My commission Expires:

Identification ______
Known to me ✓

Blaise Picchi
MY COMMISSION # CC947835 EXPIRES
June 22, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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04 JUN -9 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF APPOINTMENT AND ACCEPTANCE

OF THE REGISTERED AGENT OF

DH & PD, INCORPORATED

The name and Florida street address of the Registered Agent of DH&PD, INCORPORATED is:

Blaise Picchi, Esq.
Suite 205 Northmark Bldg
33 Northeast 2nd Street
Fort Lauderdale, Florida 33301

Having been named Registered Agent and to accept process for the above stated corporation the place designated in the certificate, I hereby accept the appointment of registered agent and 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 as provided in Chapter 607.

Dated this 7 day of June, 2004.

Blaise Picchi, Esq.

BY: ______________________
Blaise Picchi, Esq.
Registered Agent