

LAW OFFICES OF
Noel G. Lawrence, P.A.

Attorneys & Counselors at Law

100 Riverside Avenue
Jacksonville, FL 32202

Telephone: (904) 350-0928
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P9500003690

January 6, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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01/06/98-01/09/98 000
*****70.00 *****70.00

RE: DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.
Document Number: UNKNOWN

Dear Sir/Madam:

Enclosed please find for filing articles of corporation on the above referenced and a check for \$70.00 to cover the charges for the filing. Also enclosed are two copies of the original which should be file stamped and returned to us.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,

Noel Lawrence

Noel G. Lawrence

NGL/tdm

Enclosure(s)

FILED
95 JAN -9 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JAN -9 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be:

DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to distribute retail items in and around Florida, including but not limited to the City of Jacksonville. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association,

cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1000

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other

corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Place of Business

The initial street address of the principal office of this corporation is 4549 ST. AUGUSTINE ROAD, SUITE 7, P.O. BOX 2251, JACKSONVILLE, FLORIDA 32203. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

Directors

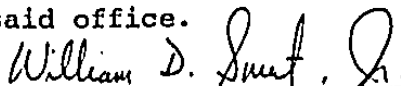
The business affairs of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-Laws of the corporation. The shareholders may designate in the By-Laws for the deletion of the office of the Vice-President.

ARTICLE VII

Registered Agent

The initial designation of the registered agent office of this corporation shall be WILLIAM D. SWEET, JR., 4549 ST. AUGUSTINE ROAD, SUITE 7, P.O. BOX 2251, JACKSONVILLE, FLORIDA 32203.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



WILLIAM D. SWEET, JR.

ARTICLE VIII

Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of

ARTICLE IX

Indemnification

This corporation shall indemnify an officer or Board Member, if any, to the full extent permitted by law.

IN WITNESS WHEREOF, WILLIAM D. SWEET, JR., the incorporator, has herunto set his hand and seal this 4th day of January, 1995.

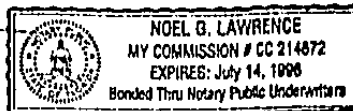
William D. Sweet, Jr.
WILLIAM D. SWEET, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, WILLIAM D. SWEET, JR., who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 4th day of January, 1995.

Noel G. Lawrence
NOTARY PUBLIC
My commission expires:





DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.

May 8, 1995

P9500003690

Ms. Teresa Brown, Corporate Specialist
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

RE: CHANGE OF ADDRESS - DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.

Dear Ms. Brown:

Please be advised that the above mentioned corporation, Diversified Opportunity Consultants, Inc. has moved and the new address is as follows:

DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.
3435 Phillips Highway, Suite # A 304
Jacksonville, FL 32207

The assigned document number from your office for the corporation is P9500003690. If you have any questions, or need any additional information, please contact me at your convenience. Thank you for all of your assistance.

Sincerely,

William D. Sweet
William D. Sweet
President

WDS:sl

T. BROWN MAY 12 1995

95A0001699



DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.

P95000003690

Mar 23, 1996

Ms. Teresa Brown, Corporate Specialist
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

RE: CHANGE OF ADDRESS - DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.

Dear Ms. Brown:

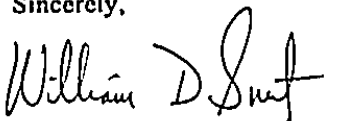
Please be advised that the above mentioned corporation, Diversified Opportunity Consultants, Inc. has moved and the new address is as follows:

DIVERSIFIED OPPORTUNITY CONSULTANTS, INC.
11432 Montego Bay Drive, West
Jacksonville, FL 32218

MAILING ADDRESS: Post Office Box 2251
Jacksonville, FL 32203

The assigned document number from your office is for the corporation is P95000003690. If you have any questions or need any additional information, please contact me at (904) 393-7717 at your convenience. Thank you for all of your assistance.

Sincerely,


William D. Sweet, President

WDS:sld

T. BROWN MAR 26 1996