

PAUL D. NEWELL, P.A.

ATTORNEY AT LAW

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PAUL D. NEWELL

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P95000005302

January 17, 1995

Mr. D. V. McKinnon, Director
Division of Corporations
SECRETARY OF STATE
State of Florida
The Capitol
Tallahassee, FL 32304

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01/19/95--01007--006
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Dear Mr. McKinnon,

Enclosed please find the Articles of Incorporation of Dom International Business Centres, Inc. It would be greatly appreciated if you would file said Articles and assign a Charter Number accordingly.

I am also enclosing herewith our check in the amount of \$122.50 to cover the filing fees, etc.

Thanking you for your continued assistance, I remain,

Sincerely,

Debra A. Haney

Debra A. Haney
Secretary to Paul D. Newell

encl.
File #10146

JAN 20 1995 BSB
FILED
55 JAN 18 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DOM INTERNATIONAL BUSINESS CENTRES, INC.

FILED

95 JAN 18 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be: DOM INTERNATIONAL BUSINESS CENTRES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America, or any other country of its choosing.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000,000 par value shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

Helmut Meyer
Route 1, Box 1655
Trenton, Florida 32693

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is Route 1, Box 1655, Trenton, Florida 32693; and the address of this corporation's initial registered office shall be:

Suite 201 Newell Building
101 Lawrence Boulevard
Keystone Heights, Florida 32656.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Paul D. Newell

ARTICLE VIII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

-Articles of Incorporation-
Dom International Business Centres, Inc.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Helmut Meyer, P. O. Box 1810, Route 1, Box 1655, Trenton, Florida 32693.

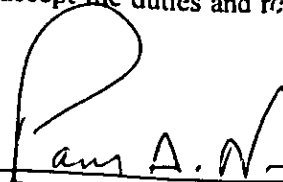
ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Helmut Meyer - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of DOM INTERNATIONAL BUSINESS CENTRES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

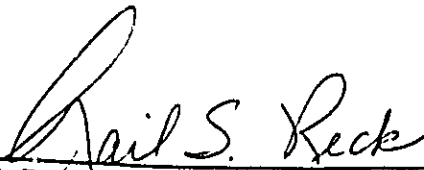


Paul D. Newell - Registered Agent

-Articles of Incorporation-
Dom International Business Centres, Inc.

STATE OF FLORIDA
COUNTY OF CLAY

On December 23RD, 1994, Paul D. Newell, designated above as the individual who shall serve as the corporation's initial registered agent; and Helmut Meyer, the corporation's incorporator, both of whom are personally known to me, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of DOM INTERNATIONAL BUSINESS CENTRES, INC. for the purposes therein expressed.



Gail S. Reck
Notary Public
State of Florida at Large
Commission No:
Commission Expiration Date:

GAIL S. RECK
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES SEPTEMBER 22, 1998
COMM. NO. CC 400541

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