

BIRDSONG & SMITH
Attorneys and Counsolors At Law

DEANNA BIRDSONG*
ELINOR P SMITH

*(Licensed Florida, Texas, Indiana, Mississippi)

P95000014589

9228 North 56th Street
Tampa, Florida 33617
(813) 980-2565
Fax: 980-3965

February 2, 1995

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: DB Development Co., Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation on the above Corporation, plus a check in the amount of Eighty Dollars (\$80.00) representing the filing fee, designating the registered agent and office, and for a conformed copy of the Articles after they are filed.

Please return the conformed copy to my office.

Cordially,

Deanna Birdsong
Attorney at Law

DB/sle
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1995

DEANNA BIRDSOING, ESQ.
9228 N. 56TH STREET
TAMPA, FL 33617

SUBJECT: DB DEVELOPMENT CO. INC.
Ref. Number: W95000003130

We have received your document for DB DEVELOPMENT CO., INC. and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 895A00006018

ARTICLES OF INCORPORATION
OF
DMB DEVELOPMENT CO., INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be DMB DEVELOPMENT CO., INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could, viz:

To purchase, lease, own or otherwise acquire real estate, and to mortgage and encumber the same; to erect, manage, care for, maintain, and extend and alter buildings thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or

otherwise; to subscribe for, take, acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commissions therefore, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, lease and release and extend and to receive any contracts or assignments of contracts therefore or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description wherever situate; and to act as agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever herein set out, by or through agents and/or subsidiary corporations; to develop and to do contracting and construct construction through the State of Florida and to do any and all things herein set forth to the same extent as natural persons might or could do as principals or agents, contractors, or otherwise, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this corporation, but in addition thereto, said corporation shall have

all the powers authorized and usually granted to corporations organized under the laws of the State of Florida.

ARTICLE IV - CORPORATE STOCK

The aggregate number or shares which this corporation is authorized to have outstanding at any time is 1,000 shares, which shall all be common stock and shall have a par value of -0- per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE

The initial registered office of this corporation shall be 1715 E. Fowler Avenue, Tampa, FL 33612, and the name of its initial registered agent at such address is DEANNA BIRDSONG, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office and registered office of the corporation are the same.

ARTICLE VI - POWERS AND AUTHORITY OF DIRECTORS

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the by-laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or

more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, have a financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors of the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or

(b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE VII - PREEMPTIVE RIGHTS GRANTED

The holders of the common stock of this corporation shall have

preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

DMB DEVELOPMENT CO., INC. shall be managed by a Board of Directors. This corporation shall be managed by a Board of 1 Director initially. The number of Directors may be either increased or decreased or diminished from time to time by the By-Laws but shall never be less than one and the name and address of each Director is:

DEANNA BIRDSOING, 1715 E. Fowler Avenue, Tampa, FL 33612

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - OFFICERS AS DIRECTORS

All Officers of this corporation may be Directors.

ARTICLE XII - OFFICERS

The following named persons shall act as Officers of this

corporation, until their successors have been chosen and duly qualified.

| | |
|------------------|-----------------|
| President - | DEANNA BIRDSONG |
| Vice President - | DEANNA BIRDSONG |
| Secretary - | DEANNA BIRDSONG |
| Treasurer - | DEANNA BIRDSONG |

ARTICLE XIII - INCORPORATOR

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

DEANNA BIRDSONG, 1715 E. Fowler Avenue, Tampa, FL 33617

ARTICLE XIV - ACTION WITHOUT MEETING

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XV - RIGHTS OF SHARES OF STOCK

The preferences, limitations, and relative rights of the shares of stock shall be as follows:

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to the common stockholders. This is subject to any obligation to any senior security or debtholder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or any purchase of redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding up" within the meaning of this paragraph.

(b) The Board of Directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at their discretion in the form of dividends to the Shareholders.

(c) Any corporate action upon which a vote of Stockholders is required or permitted may be taken without a meeting or vote of the Stockholders within the written consent of Stockholders.

ARTICLE XVI - ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of February, 1995.

Deanna Birdsong
DEANNA BIRDSONG, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DEANNA BIRDSONG, known to me to be the person who executed the foregoing and she has acknowledged to me that she executed these Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State

and County aforesaid on this 2 day of February, 1995.
DEANNA BIRDSONG is personally known to me.



KIMBERLY A. PARTRIDGE
MY COMMISSION # CC432690 EXPIRES
January 9, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Kimberly A. Partridge
NOTARY PUBLIC
State of Florida at Large

Kimberly A. Partridge
Print Notary Name

My Commission Expires:

Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That DMB DEVELOPMENT CO., INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Certificate of Incorporation, at the City of Tampa, County of Hillsborough, State of Florida, has named DEANNA BIRDSONG, its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles of Incorporation, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Deanna Birdsong
DEANNA BIRDSONG