

86-13-1995 83:18PM FROM SID SCOTT (407) 850-3575 TO 14877431867 P. 81

P95000050093

June 12, 1995

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

Subject: Dip Dalton Dillon, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 70.00.

From: Philip Dechtenberg
14 Shay Place
Tequesta, Fl 33469
(407) 743-1066

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*****70.00 *****70.00

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ARTICLES OF INCORPORATION
OF
DIP DALTON DILLON, INC.

ARTICLE I

The name of this corporation is DIP DALTON DILLON, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of providing entertainment and related activities.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 14 Shay Place in Tequesta, Florida 33469, and the name of the initial registered agent of this corporation is PHILIP DECHTENBERG, whose address is 14 Shay Place in Tequesta, Florida 33469.

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one director. The name and address of the initial director of this corporation is:

| NAME: | ADDRESS: |
|--------------------|---|
| PHILIP DECHTENBERG | 14 Shay Place in Tequesta, Florida 33469 |

ARTICLE VII

INCORPORATORS

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

| NAME: | ADDRESS: |
|--------------------|---|
| PHILIP DECHTENBERG | 14 Shay Place in Tequesta, Florida 33469 |

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of


shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IX

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of June, 1995.


PHILIP DECHTENBERG

STATE OF FLORIDA,
COUNTY OF PALM BEACH,

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PHILIP DECHTENBERG, known to me and

known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 12th day of June, 1995.

Terrence E. Swinford
TERRENCE SWINFORD
NOTARY PUBLIC : My Commission CC301779
MY COMMISSION EXPIRES: Expires Jul. 05, 1997
Bonded by ANB 800-852-5878

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That DIP DALTON DILLON, INC., desiring to incorporate under the laws of the State of Florida, with its principal office located 14 Shay Place in Tequesta, Florida 33469, County of Palm Beach, State of Florida, has named PHILIP DECHTENBERG, whose address is 14 Shay Place in Tequesta, Florida 33469, as its agent to accept service of process within this State.

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STATE OF FLORIDA
DEPARTMENT OF STATE

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.

Philip Dechtenberg
PHILIP DECHTENBERG