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JUL 31 11:51
TALLAHASSEE, FLORIDA

LAW OFFICES OF KELLY C. HOUGH

225 Bird Road
Coral Gables, Florida 33146
(305) 445-1776 telephone
(305) 445-1776 facsimile

July , 1995

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

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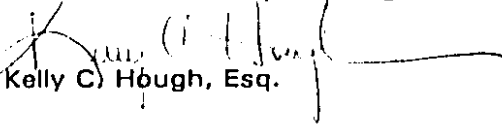
RE: D & D Distributors, Inc. of Key Largo
(a proposed corporation)

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, Registered Agent Designation and a check in the amount of Seventy Dollars (\$70.00). Please send all future correspondence to the proposed corporation at 135 Ocean Shores Drive, Key Largo, Florida 33037.

Thank you for your assistance with this corporate filing.

Sincerely,
Law Offices of Kelly C. Hough, Esq.


Kelly C. Hough, Esq.

KCH/js
enc.

cc: Denis Doome
Debbie Doome

**ARTICLES OF INCORPORATION
OF
D & D DISTRIBUTORS, INC. OF KEY LARGO**

ARTICLE I.

The name of the corporation is:

D & D Distributors, Inc. of Key Largo

ARTICLE II.

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III.

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV.

The corporation is authorized to issue One Hundred (100) shares of \$.01 par value stock which shall be designated as Common Stock.

The corporation will issue initial shares to the following:

Debbie Doome - 50 shares of Common Stock

Denis Doome - 50 shares of Common Stock

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.

The corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Denis Doome

INITIAL REGISTERED OFFICE: 135 Ocean Shores Drive
Key Largo, Florida 33037

ARTICLE VI.

The corporations principle office and mailing address is:

PRINCIPLE OFFICE: 135 Ocean Shores Drive
Key Largo, Florida 33037

MAILING ADDRESS: 135 Ocean Shores Drive
Key Largo, Florida 33037

ARTICLE VII.

The number of Directors constituting the initial Board of Directors of the corporation is Two. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than the number of the initial Board of Directors.

The name and address of the initial Directors are:

NAME: Debbie Doome

POSITION: President/Secretary

ADDRESS: 135 Ocean Shores Drive
Key Largo, Florida 33037

NAME: Denis Doome

POSITION: Vice President/Treasurer

ADDRESS: 135 Ocean Shores Drive
Key Largo, Florida 33037

ARTICLE VIII.

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: Denis Doomo

ADDRESS: 135 Ocean Shores Drive
Key Largo, Florida 33037

ARTICLE IX.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than one hundred twenty (120) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE X.

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

ARTICLE XI.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII.

At each election of Directors, every Stockholder entitled to vote shall have the rights to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

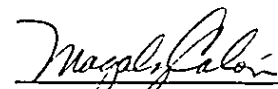
The undersigned incorporator has executed these Articles of Incorporation this 26 day of JULY, 1994.

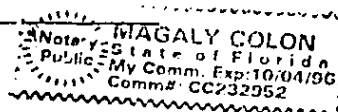

INCORPORATOR

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 26 day of July, 1995, before me, the undersigned Notary Public of the State of Florida personally appeared DENIS DOOME, who is personally known to me, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledges that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires:


Notary Public, State of Florida
Name of Notary MAGALY COLON
Commission No. _____



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: D & D Distributors, Inc. of Key Largo
2. The name and address of the registered agent and office is:

Dennis Doome
135 Ocean Shores Drive
Key Largo, Florida 33037

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

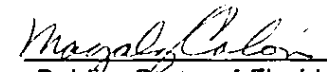

Date: 26 JUL 95
Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

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1995 JUL 31 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this the 26 day of July, 1995, before me, the undersigned Notary Public of the State of Florida personally appeared DENIS DOOME, who is personally known to me, whose name is subscribed to the within instrument, and he acknowledges that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires:


Notary Public, State of Florida
Name of Notary MAGALY COLON
Commission No. _____

