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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

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STATE OF FLORIDA

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409 EAST GAINES STREET

MIAMI FL 33135-

9-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: D-JAG, INC.

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H95000000413

TIME REQUESTED: 14:32:54

DATE REQUESTED: 07/31/1995

CERTIFICATE OF STATUS: 0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

August 1, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: D-JAG, INC.
REF: W95000015374

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008413
Letter Number: 995A00036167

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

ARTICLES OF INCORPORATION
OF
D-JAG, INC.

ARTICLE I

The name of this Corporation is D-JAG, INC.

ARTICLE II

The term of existence of the Corporation is perpetual, unless sooner dissolved according to law; and the Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

The Corporation is organized for the following general purposes: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the officer(s) or shareholder(s), be advantageously carried on in connection with or auxiliary to the foregoing business.

To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

The Corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

The powers of this Corporation shall be exercised, its properties controlled and its affairs shall be conducted by the shareholder(s) of the Corporation.

The business of the Corporation shall be managed by the shareholder(s) pursuant to Chapter 607 of the Florida Statutes.

The Corporation shall not have a Board of Directors as

Richard F. Joyce III
(305) 275-8606
Fl. Bar No. 915701

9555 N. Kendall Dr.
200
Miami, FL 33176

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CORP. DIV.
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
D-JAG, INC.

permitted by Section 607.0732 of the Florida Statutes.

Any action required or permitted to be taken by the officer/ shareholder(s) under any provision of law shall bind the Corporation.

ARTICLE V

The Corporation may indemnify and hold any and all officers harmless to the full extent permitted by law.

ARTICLE VI

The name and address of the Incorporator of these Articles of Incorporation is : RICHARD W. JOYCE III, 9555 North Kendall Drive, Suite 200, Miami, Florida 33176. The Incorporator shall have the authorization to assign any and all interest, rights and powers of the Corporation and of the position of Incorporator.

ARTICLE VII

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, at twenty-five (\$.25) par value. The Corporation is authorized to hold any and all unissued stock.

ARTICLE VIII

The Corporation waives an annual audit.

ARTICLE IX

The Corporation reserves the right to amend or repeal any or all provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

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ARTICLES OF INCORPORATION
D-JAG, INC.

ARTICLE X

The shareholder(s) of the Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholder(s) subject to following the procedure set forth in the Bylaws.

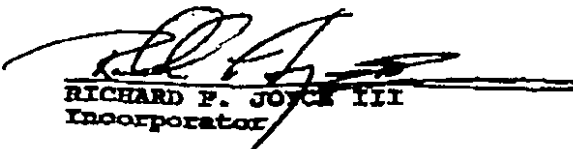
ARTICLE XI

The Corporation shall be a close corporation within the meaning of and governed by the Florida Close Corporation Act. The shareholder(s) of the Corporation shall include in the Bylaws restrictions regarding the sale, transfer or other disposition of any of the outstanding or unissued stock of the Corporation by the shareholder(s).

ARTICLE XII

The initial principal and registered office of the Corporation shall be located at 9555 North Kendall Drive, Suite 200, Miami, FL 33176. The initial registered agent of the Corporation at the address shall be RICHARD F. JOYCE III.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of July, 1995.


RICHARD F. JOYCE III
Incorporator

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JAN-20-1990 15:52 FROM

TO

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ARTICLES OF INCORPORATION
D-JAG, INC.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in this State, personally appeared RICHARD F. JOYCE III, who is personally known to me and who executed and subscribed the foregoing Articles of Incorporation before me, and who acknowledged that he executed and subscribed to the same for the purposes therein expressed on July 31, 1995.


GABRIEL M. SANCHEZ
NOTARY PUBLIC, State of Florida

My Commission Expires:



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ARTICLES OF INCORPORATION
D-JAG, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That D-JAG, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named, RICHARD F. JOYCE III, located at 9555 North Kendall Drive, Suite 200, Miami, FL 33176 as its Agent to accept service of process within Florida.

D-JAG, INC.

By: [Signature]
RICHARD F. JOYCE III
TITLE: Incorporator

DATE: 7-31-85

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT

By: [Signature]
RICHARD F. JOYCE III

DATE: 7-31-85

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