Hoffmeier Accounting & Jax Service, Inc.

5101 N.W. 21st Avenue, Suite 200, Fort Lauderdale, Florida 33309 Phone (305) 735-8770 + Fax (305) 733-9220

5000065871

AUGUST 21, 1995

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 3233

GENTLEMEN:

Enclosed please find Articles of Incorporation for D & Λ MANAGEMENT, INC., along with our check in the amount of \$122.50 to cover the filing cost of this corporation.

If you have any questions regarding this matter, please contact us at the above address or telephone number.

Thank You,

Sincerely

MARINE COORER

ARTICLES OF INCORPORATION

OF:

D & A MANAGEMENT, INC.

D & A MANAGEMENT. INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON. COMPETENT TO CONTRACT. ASSOCIATED TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA: AND FURTHER AGREES TO THE FOLLOWING CONDITIONS OF SAID CORPORATION.

ARTICLE LINAME

THE NAME OF THE CORPORATION IS: D & A MANAGEMENT, INC.

ARTICLE 11: NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED BY THE CORPORATION. AND THE POWERS AND PRIVILEGES TO BE EXERCISED BY IT SHALL INCLUDE ALL POWERS THAT ARE GIVEN TO THE BODIES CORPORATE UNDER THE STATUES OF THE STATE OF FLORIDA. AND THE LAWS OF THE UNITED STATES, TOGETHER WILL ALL RIGHTS POWERS AND PRIVILEGES INCIDENT THERETO.

ARTICLE III: CAPITAL STOCK

THE CAPITAL STOCK OF THE CORPOATION SHALL CONSIST OF ONE HUNDRED (100) SHARES OF A PAR VALUE OF UNE (\$1.00) DOLLAR EACH. WHICH STOCK SHALL BE PAID FOR IN CASH. REAL OR PERSONAL PROPERTY. OR IN SERVICES. THE VALUE OF EACH SUCH REAL OR PERSONAL PROPERTY OR SERVICES SHALL BE FIXED BY THE BOARD OF DIRECTORS OF SAID CORPORATION. AND THE STOCK SHALL BE ISSUED ON THE VALUE SO FIXED. ALL STOCK SHALL BE FULLY PAID FOR AND NON-ASSESSABLE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS IT BE DISSOLVED BY ACTION OF LAW.

ARTICLE V: PLACE OF BUSINESS
INITIAL REGISTERED OFFICE
INITIAL REGISTERED AGENT

THE INITIAL REGISTERED OFFICE AND PLACE OF BUSINESS OF THIS CORPORATION IN THE STATE OF FLORIDA 15:

PLACE OF BUSINESS:

14575 W. DIXIE HIGHWAY N. MIAMI, FLORIDA 33160

REGISTERED OFFICE:

14575 W. DIXIE HIGHWAY N. MIAMI, FLORIDA 33160

THE INITIAL REGISTERED AGENT IS: GHOLAMREZA DARVISH 14575 W. DINIE HIGHWAY N. MIAMI, FLORIDA 33160

ARTICLE VI: DIRECTOR

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE CHANGED FROM TIME TO TIME AS THE STOCKHOLDERS DESIRE. IN ACCORDANCE WITH THE BY-LAWS HEREOF.

ARTICLE VII: INITIAL DIRECTORS

THE NAME AND STREET ADDRESS OF THE FIRST BOARD OF DIRECTORS IS AS FOLLOWS:

NAME GHOLAMREZA DARVISH

ADDRESS
14575 W. DIXIE HIGHWAY
N. MIAMI, FLORIDA 33160

ARTICLE VIII: SUBSCRIBERS

THE NAME AND STREET ADDRESS OF THE SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME GHOLAMREZA DARVISH ADDRESS 14575 W. DIXIE HIGHWAY N. MIAMI. FLORIDA 33160

ARTICLE IX: AMENDMENT

THESE ARTICLE OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW, EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKHOLDERS.

STATE OF FLORIDA

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COUNTY OF BROWARD

1 HEREBY CERTIFY THAT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED

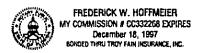
GHOLAMREZA DARVISH

TO ME KNOWN TO BE THE PERSON DESCRIBED AS SUSCIBER IN AND WHO DID EXECUTE THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL THIS 1140 DAY OF LUGUS T . 1995.

NOTARY PUBLIC-STATE OF FLORIDA

MY COMMISSION EXPIRES:



STATE OF FLORIDA

188

COUNTY OF BROWARD

I HEREBY CERTIFY THAT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED

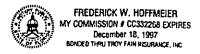
GHOLAMREZA DARVISH

TO ME KNOWN TO BE THE PERSON DESCIBED AS REGISTERED AGENT AND WHO DID HEREBY ACCEPT AS REGISTERED AGENT.

WITNESS MY HAND AND OFFICIAL SEAL THIS 11th DAY OF August .1995.

NOTARY PUBLIC-STATE OF FLORIDA

MY COMMISTION EXPIRES:



1. GHOLAMREZA DARVISH THE UNDERSIGNED DO ACKNOWLEDGE THAT I AM FAMILIAR WITH THE DUTIES AND RESPONSIBILITIES AS A REGISTERED AGENT FOR A CORPORATION, AND AS SUCH, DO HEREBY ACCEPT AS REGISTERED AGENT FO

D & A MANAGEMENT, INC.

Era Dend

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