

1/04/98

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

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STATE OF FLORIDA

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409 EAST VINES STREET

MIAMI FL 33136

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DBR, INC.

FAX AUDIT NUMBER: H98000000200

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DNR, INC.

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be DNR, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Prepared by:

Nancy Terminello, P.A.
3700 S.W. 37 AVE
Miami, FL 33133
305-445-1101
F1 Ba1# 897744

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ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Louis J. Terminello, Esq.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is 2700 S.W. 37th Avenue, Coral Gables, Florida 33133. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the person signing these articles and the name and address of the person who shall serve on the first Board of Directors is:

Diderico Daly, Vice-President, Director
809 Sevilla Avenue
Coral Gables, FL 33134

Gloria Bianco, President, Director
785 S.W. 6th Street, #9
Miami, FL 33130

Lourdes Daly, Treasurer, Secretary, Director
809 Sevilla Avenue
Coral Gables, FL 33134

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ARTICLE VIII - AMENDMENT

These Articles 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 the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, has hereunto set my hand and seal this 4th day of January, 1996.

[Signature]
DIDRICO DALY

STATE OF FLORIDA

COUNTY OF DALLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me, DIDRICO DALY, to me known to be the person described herein as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation, and he produced FL DL as identification.

WITNESS my hand and official seal in the County and State named above, this 4th day of January, 1996.

[Signature]
NOTARY PUBLIC State of Florida
at Large
My Commission Expires 01/01/98



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR Domicile FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT FROM WHOM PROCESS MAY BE ISSUED**

In compliance with Florida law the following is submitted:

IBM, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 809 Sevilla Avenue, Coral Gables, FL 33134, has named LOUIS J. TESCHERLO, ESQ. as its agent to accept service of process within Florida.

DATED: 4th day of January, 1996.


DIDERICO DALY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for IBM, INC., as a person designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0801(3).


LOUIS J. TESCHERLO
Registered Agent

data\dbr\articles

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