

**ARTICLES OF INCORPORATION OF
DINGER V, INC.**

FILED
96 JAN 10 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is DINGER V, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: P.O. Box 13017, North West Palm Beach, Florida 33408.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: P.O. Box 13017, North West Palm Beach, Florida 33408.

**ARTICLE VI
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this

Corporation is 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BEATRIZ M. CAPOTE.

**ARTICLE VIII
INCORPORATOR**

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

Name

Address

BEATRIZ M. CAPOTE

1101 Brickell Avenue, 17th Floor
Miami, Florida 33131

**ARTICLE IX
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE X
AMENDMENT**

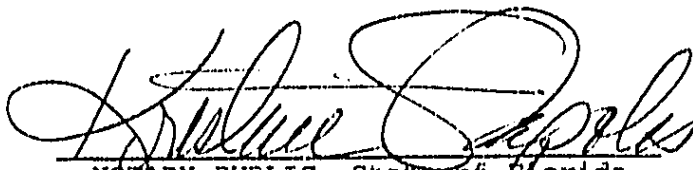
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of January, 1996.


BEATRIZ M. CAPOTE

STATE OF FLORIDA :
 :
COUNTY OF :
 :

I HEREBY CERTIFY that on this 2 day of January, 1996,
personally appeared before me, an officer duly authorized to
administer oaths and take acknowledgements, BEATRIZ M. CAPOTE, who
is personally known to me.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



KRISTINE NAPOLES
My Commission 00408848
Expires Dec. 03, 1998

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT DINGER V, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED BEATRIZ M. CAPOTE LOCATED
AT 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.




BEATRIZ M. CAPOTE

Incorporator
TITLE

1-9-96
DATE

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



BEATRIZ M. CAPOTE

FILED
96 JAN 10 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA