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1175 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30361
(404) 892-8300

P. MICHAEL LYNCH, III

TELECOM: (404) 872-0136

January 8, 1996

Secretary of State
State of Florida
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL. 32399

Via Federal Express

Re: DFL Holdings, Inc.

Gentlemen:

000001684900
-01/10/96--01109--005
*****78.75 *****78.75

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 78.75 representing filing fee for the Articles of Incorporation and the Registered Agent Designation as well as for a Certificate of Status. Please return the Certificate of Status and the copy of the Articles of Incorporation for the above referenced entity in the enclosed federal express packet to the individual designated below.

FROM: P. Michael Lynch, III
100 Colony Square, Suite 1800
1175 Peachtree Street, N.E.
Atlanta, Georgia 30361
(404) 892-8300

If you should have any questions or need additional information please contact the undersigned.

Very truly yours,

LEE & LYNCH, P.C.

P. Michael Lynch, III
P. Michael Lynch, III

JAN 17 1996 BSB

PML:kw
Enclosures

FILED
96 JAN 10 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


ARTICLE OF INCORPORATION
OF
DFL HOLDINGS, INC.

96 JAN 10 AM 10:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is DFL Holdings, Inc., Inc. (the "Corporation").
2. The street address and the mailing address of the initial principal office of the Corporation is 3001 NE 20th Way, Gainesville, Florida 32609.
3. The Corporation shall have the authority to issue ten thousand (10,000) shares of common stock, no par value.
4. The name and street address of the initial registered agent of the Corporation is Kenneth James Fickett, 3001 NE 20th Way, Gainesville, Florida 32609.
5. The name and address of the incorporator is P. Michael Lynch, III, Lee & Lynch, P.C. 100 Colony Square, Suite 1800, 1175 Peachtree Street, N.E., Atlanta, GA. 30361.

Dated: January 8, 1996.



P. Michael Lynch, Incorporator
Lee & Lynch, P.C.
100 Colony Square, Suite 1800
1175 Peachtree Street, N.E.
Atlanta, GA. 30361

FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
96 JAN 10 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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 DFL Holdings, Inc..
2. The name and address of the registered agent and office is

Kenneth James Fickett
3001 NE 20th Way
Gainesville, FL. 32609

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 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.

Dated: January 5, 1996.


Kenneth James Fickett (L.S.)