

P96000006972

JANUARY 5, 1996

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: D&D AMERICA, INC.

TO THE SECRETARY OF STATE:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER
WITH COPY OF SAID ARTICLES FOR D&D AMERICA, INC.

A CHECK FOR \$122.50 IS INCLUDED.

RESPECTFULLY SUBMITTED,

D&D AMERICA, INC.

no return address

500001697605
-01/25/96--01022--003
****122.50 ****122.50

W96-1123

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1/23*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1996

FRED DIXON
7926 NW 66 STREET
MIAMI, FL 33166

SUBJECT: D & D AMERICA, INC.
Ref. Number: W96000001123

We have received your document for D & D AMERICA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

| | |
|---------------------------------|----------|
| Filing Fees | \$35. |
| Registered Agent Designation | \$35. |
| Certified Copy | \$52.50 |
| Total Fee Due | \$122.50 |

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 296A00001920

CERTIFICATE OF INCORPORATION
OF
D&D AMERICA, INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER
FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF
STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES
OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

D&D AMERICA, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE
STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS
CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS
FIVE HUNDRED (500) SHARES OF COMMON STOCK, HAVING A PAR VALUE
OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL
BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN FIVE
HUNDRED (\$500.00) DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET OF THE PRINCIPAL OFFICE SHALL BE:

7926 NW 66TH STREET
MIAMI, FLORIDA 33166

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE
AT LEAST ONE (1) AND NO MORE THAN FIVE (5) .

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST
BOARD OF DIRECTORS ARE AS FOLLOWS:

FRED DIXON
7926 NW 66TH STREET
MIAMI, FLORIDA 33166

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING
THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

FRED DIXON
7926 NW 66TH STREET
MIAMI, FLORIDA 33166

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN
ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF
RECORD. IN WITNESS WHEREOF, THE UNDERSIGNED, FRED
DIXON BEING A NATURAL PERSON, COMPETENT TO CONTRACT,
HAVE HEREUNTO SET HIS HAND AND SEALS THIS 8 DAY OF JANUARY
1996.

Fred Dixon

STATE OF FLORIDA)

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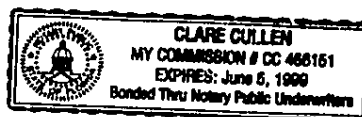
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF
FLORIDA PERSONALLY APPEARED FRED DIXON
TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 8th DAY OF January
1996.

Clare Cullen
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
FIRST: THAT D&D AMERICA, INC. DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF
INCORPORATION, IN THE COUNTY OF DADE,
STATE OF FLORIDA, HAS NAMED FRED DIXON LOCATED AT
7926 NW 66TH STREET, MIAMI, FLORIDA, 33166, AS ITS
AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND
AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO
KEEPING OPEN SAID OFFICE.

BY: _____

Fred Dixon
RESIDENT AGENT