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LAW OFFICE

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VIA FEDERAL EXPRESS

JOEL A. SAVITT
OF COUNSEL
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February 22, 1996

New Filings Section
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: D.I.D., Inc.
Our File No. 96-044

700001722957
-02/23/96--01073--014
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "D.I.D., Inc." together with my check in the amount of \$122.50.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Also enclosed is a self-addressed Federal Express Invoice for use in your returning the certified copy to me via overnight courier.

Very truly yours,

JOEL A. SAVITT
JAS/em

Enclosures as stated

2/26/96

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ARTICLES OF INCORPORATION

OF

D.I.D., INC.

RECEIVED
2/22/96

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is **D.I.D., INC.**

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is:

17084-B Collins Avenue
Miami Beach, Florida 33160.

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95 FEB 23 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of signing of the Articles of Incorporation by the Incorporator herein.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 17084-B Collins Avenue, Miami Beach, Florida 33160, and the name of the initial registered agent of this

corporation at that address is Ezra Mizrahi.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1).

The name and address of the initial directors of this corporation are:

Ezra Mizrahi
17084-B Collins Avenue
Miami Beach, Florida 33160

and

Yaffa Mizrahi
17084-B Collins Avenue
Miami Beach, Florida 33160

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Ezra Mizrahi
17084-B Collins Avenue
Miami Beach, Florida 33160

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 22 day of February, 1996.



Ezra Mizrahi,
Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That D.I.D., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17084-B Collins Avenue, Miami Beach, Florida 33160, has named Ezra Mizrahi, located at 17084-B Collins Avenue, Miami Beach, Florida 33160, as its agent to accept service of process within the State of Florida.


Ezra Mizrahi,
Incorporator

Dated: February 9-2, 1996.

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Ezra Mizrahi,
Registered Agent

Dated: February 22, 1996.